



BNP PARIBAS

BNP Paribas Emissions- und Handelsgesellschaft mbH
Frankfurt am Main
(“Issuer”)

Registration Document

dated 7 June 2023

This document contains information about BNP Paribas Emissions- und Handelsgesellschaft mbH (with registered office in Frankfurt am Main) (hereinafter also referred to as the **“Company”**) in its capacity as Issuer of non-equity securities for retail investors and non-equity securities for wholesale investors, respectively, and constitutes a registration document (the **“Registration Document”**) as defined in Article 6(3) of Regulation (EU) 2017/1129 of 14 June 2017 (the **“Prospectus Regulation”**) in conjunction with Annex 6 (Registration document for retail non-equity securities) and Annex 7 (Registration document for wholesale non-equity securities) of Delegated Regulation (EU) 2019/980 of 14 March 2019 (the **“Delegated Regulation”**).

This Registration Document will cease to be valid on 19 June 2024. The obligation to supplement this Registration Document in the event of a significant new factor, material mistake or material inaccuracy does not apply when this Registration Document is no longer valid.

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1 RISK FACTORS

The risk factors described below are the material risk factors relating to the Issuer which may affect the Issuer's ability to meet its obligations towards security holders in respect of the securities being issued. Risk factors are classified into two categories according to their nature (section 1.1 "Risks associated with the business operations of the Issuer" and section 1.2 "Specific risks arising from the relationship between the Issuer and BNP Paribas S.A. as Guarantor"), with the two most material risks of each category being mentioned first.

The materiality of each risk factor was assessed by the Issuer as at the date of this Registration Document on the basis of the probability of their occurrence and the expected magnitude of their negative impact on the Issuer and the securities being issued by the Issuer. Given that the risk factors described are material, a total loss of the purchase price paid for the securities plus any other costs associated with their purchase (hereinafter referred to as the "**Invested Capital**") may occur if any of these risks materialises.

1.1 Risks associated with the business operations of the Issuer

Insolvency risk

Subject to any unconditional and irrevocable potential guarantee (hereinafter referred to as the "**Guarantee**") provided by BNP Paribas S.A. as Guarantor for the due payment of all amounts payable under the respective terms and conditions of the securities issued by BNP Paribas Emissions- und Handelsgesellschaft mbH, each investor bears the risk of the Issuer becoming insolvent. The Issuer may become insolvent if it is illiquid or overindebted.

In the event that the Issuer becomes insolvent and subject to the potential Guarantee provided by BNP Paribas S.A., security holders bear the risk of a total loss of the Invested Capital in purchasing the securities and, if the securities provide for any such payments, of interest payments or other yield payments no longer being paid.

An insolvency of the Issuer may occur despite the existing control and profit transfer agreement with BNP Paribas S.A. because, even if the Issuer is entitled to any compensation of the net loss for the year, this would not prevent the Issuer from becoming illiquid and thus insolvent. In the event that the Issuer becomes insolvent, its insolvency administrator may claim compensation for the net loss for the year it has generated from BNP Paribas S.A. in accordance with Sec. 302 Para. 1 of the German Stock Corporation Act (*Aktiengesetz* – "**AktG**"). This claim the Issuer is entitled to is limited to the net loss generated until the date insolvency proceedings are opened over the assets of the Issuer; the amount of any payment BNP Paribas S.A. makes to this effect becomes part of the insolvency estate of the Issuer.

Once insolvency proceedings are opened over the assets of the Issuer, security holders can only register their claims against the Issuer on the list of creditors' claims (*Insolvenztabelle*) in accordance with the German Insolvency Code (*Insolvenzordnung* – *InsO*). In this case, security holders receive a sum out of the insolvency estate of the Issuer, the amount of which is calculated on the insolvency quota (*Insolvenzquote*). However, as a rule, this amount does not come anywhere near the amount of the Invested Capital. The exposure of the securities to insolvency risk is not hedged by the Deposit Protection Fund of the Association of German Banks (*Einlagensicherungsfonds des Bundesverbandes deutscher Banken*), the compensation fund of German banks (*Entschädigungseinrichtung deutscher Banken GmbH*) or any similar arrangements.

The probability of the Issuer becoming insolvent and the actual extent to which security holders lose the capital they invested in purchasing the securities depends essentially on whether BNP Paribas S.A. meets its obligations towards the Issuer under the control and profit transfer agreement or, if applicable, towards security holders under a guarantee, if any, in due time and in full. Investors who have invested in the securities issued by the Issuer are therefore exposed to the risk of sustaining a total loss of their Invested Capital in the event that the Issuer becomes insolvent.

Market risk

The principal activity of the Issuer is to issue securities. The activities of the Issuer and its annual issuing volume are influenced by adverse changes in the markets where it is active. A difficult macroeconomic situation may result in a lower issuance volume.

The general market performance of securities depends in particular on the development of capital markets, which is influenced by the overall state of the global economy and by the economic and political environment in the countries concerned (known as “market risk”). A negative development of capital markets might cause a decrease in the demand for the securities issued by the Issuer and thus have a material adverse effect on the Issuer’s profit and loss because the principal activity of the Issuer is to issue securities.

Security holders should be aware that, as a general rule, this market risk is more likely to materialise the more negative the relevant capital markets become. If the market risk materialises, investors who have invested in the securities issued by the Issuer may sustain a total loss of their Invested Capital.

1.2 Specific risks arising from the relationship between the Issuer and BNP Paribas S.A. as Guarantor

Risk of non-performance by BNP Paribas S.A. of the control and profit transfer agreement

A control and profit transfer agreement is in place between BNP Paribas S.A. and BNP Paribas Emissions- und Handelsgesellschaft mbH. Under this agreement, BNP Paribas S.A. in particular has an obligation to compensate any net loss the Issuer may otherwise generate in a financial year during the term of the control and profit transfer agreement.

Investors who have invested in the securities issued by the Issuer are therefore exposed to the risk of the Issuer not being able to meet its obligations towards security holders at all or not being able to meet them completely or in due time if BNP Paribas S.A. does not meet its obligations to the Issuer under the control and profit transfer agreement at all, or does not meet them completely or in due time. If this is the case security holders may sustain a total loss of their Invested Capital.

Risk of adverse instructions being given by BNP Paribas S.A. under the control and profit transfer agreement

Under the control and profit transfer agreement, BNP Paribas S.A. is authorised to issue instructions to the Issuer as it deems appropriate, including instructions which may have adverse effects for the Company in its capacity as Issuer of the securities. For example, BNP Paribas S.A. could instruct the Issuer in particular to use certain discretionary powers conferred on it under the terms and conditions of the securities issued by the Issuer. In this case, the Issuer would be bound by the instruction of BNP Paribas S.A., for example, to terminate the securities in accordance with the terms and conditions of the securities although it would have been possible (as an alternative) under the applicable terms and conditions of the securities to maintain the securities.

Therefore, it cannot be excluded that BNP Paribas S.A. might issue instructions under the control and profit transfer agreement to BNP Paribas Emissions- und Handelsgesellschaft mbH in its capacity as Issuer of the securities which may affect the ability of BNP Paribas Emissions- und Handelsgesellschaft mbH to fulfil its obligations under the securities.

The question of whether and to what extent adverse instructions are given and the above risks associated therewith depend not least on the liquidity of BNP Paribas S.A. In other words, if the liquidity of BNP Paribas S.A. deteriorates, the probability of adverse instructions being given may increase.

Investors who have invested in the securities issued by the Issuer are therefore exposed to the risk of sustaining a total loss of their Invested Capital in the event of adverse instructions by BNP Paribas S.A. to the Issuer.

Risks associated with the potential applicability of the German Act on the Recovery and Resolution of Credit Institutions to the Issuer and the application of corresponding provisions of French law to BNP Paribas S.A. or the BNP Paribas Group

The German Act on the Recovery and Resolution of Credit Institutions (*Gesetz zur Sanierung und Abwicklung von Kreditinstituten* – “**SAG**”) came into force on 1 January 2015. It transposes Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms (the “**European Recovery and Resolution Directive**”) into German law and confers certain powers related to bank recovery and resolution on the competent resolution authority under the SAG.

The possibility of the provisions of the SAG being applicable to the Issuer cannot be excluded. If the provisions of the SAG are applicable and the other conditions stipulated in the SAG are met, in particular the nominal amount, if any, of the securities issued by the Issuer could be reduced to zero by a decision of the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – “**BaFin**”) in its capacity as competent resolution authority; obligations to pay interest under the securities may cease to apply. The competent resolution authority would be able to take resolution measures already before the Issuer becomes insolvent.

The security holders are exposed to the risk of losing all their claims arising from the securities issued by the Issuer. In particular, they may lose their claims to redemption of the securities and, if the securities provide for any such payments, to interest payments or other yield payments being made.

Moreover, measures taken in France in relation to BNP Paribas S.A. (in its capacity as a contracting party obligated to make compensation under the control and profit transfer agreement that is in place) or BNP Paribas Group according to the transposition of the European Recovery and Resolution Directive into French law may have indirect adverse effects on the Issuer. Consequently, investors are also exposed to the risk of BNP Paribas S.A. not being able to meet its obligations under the control and profit transfer agreement – e.g. in the event that it becomes insolvent (illiquid/overindebted) or in the event that resolution measures under French law are ordered by the authorities. If the continued existence of BNP Paribas S.A. is endangered, the competent resolution authority may also order resolution measures to be taken in advance of insolvency proceedings. In this context, the resolution authority has extensive powers to take action in relation to BNP Paribas S.A. which may have adverse effects on investors in the securities of the Issuer. For example, if the continued existence of BNP Paribas S.A. is endangered, it cannot be excluded that any claims which may exist and are directed against BNP Paribas S.A. on the basis of the control and profit transfer agreement will be written down to zero or converted into shares in BNP Paribas S.A. by the competent resolution authority.

These measures of the competent resolution authority affect the ability of BNP Paribas S.A. to fulfil its obligations under the Guarantee in relation to the securities issued by the Issuer and under the control and profit transfer agreement with the Issuer and thus also on its liquidity. If the Issuer becomes temporarily or permanently insolvent, resolution measures taken in relation to BNP Paribas S.A. may even result in a total loss of investors’ Invested Capital.

Termination of the control and profit transfer agreement

A control and profit transfer agreement is in place between BNP Paribas S.A. and the Issuer. If this control and profit transfer agreement is terminated, this may affect the liquidity of the Issuer and thus the value of the securities issued by the Issuer.

In the event that the control and profit transfer agreement is terminated, there is typically a risk that the Issuer as a formerly controlled company is no longer able to act independently in the market because its financing needs have changed. Therefore, the creditors of the Issuer are entitled to a claim against BNP Paribas S.A. to provision of security under Sec. 303 Para. 1 *AktG* if and when the control and profit termination agreement is terminated. According to this provision, any security holder whose claim arose while the control and profit transfer agreement was still in force has the right to demand provision of security within six months after the termination of the control and profit transfer agreement being registered in the commercial register for BNP Paribas S.A. as the formerly controlling party.

According to Sec. 303 Para. 1 Sentence 2 *AktG*, the security holders in their capacity as creditors of the Issuer must be informed of this right in the notice publishing the termination of the control or profit transfer agreement.

The six-month period referred to in Sec. 303 Para. 1 *AktG* is a preclusive time limit under substantive law. If a security holder does not avail itself of this right within this preclusive time limit, its right to demand provision of security from BNP Paribas S.A. shall become time-barred. Subject to the potential Guarantee provided by BNP Paribas S.A. as Guarantor, the risk of the security holder of sustaining a total loss of the Invested Capital in the securities as a result of the Issuer becoming insolvent increases in this case.

2 RESPONSIBILITY STATEMENT

The Issuer BNP Paribas Emissions- und Handelsgesellschaft mbH (with registered office in Frankfurt am Main) (hereinafter also referred to as the “**Company**”) and the Offeror BNP Paribas Arbitrage S.N.C. (with registered office at 1 rue Laffitte, 75009 Paris, France, registered under company registration number B 394 895 833) assume responsibility for the information contained in this Registration Document in accordance with Article 11(1) Sentence 2 of the Prospectus Regulation.

They both declare that to the best of their knowledge, the information contained in the Registration Document is in accordance with the facts and that the Registration Document makes no omission likely to affect its import.

Statements by experts

No person has been instructed to provide a statement or report as expert.

Third-party information

No third-party information has been included in this Registration Document.

3 IMPORTANT INFORMATION

The Issuer hereby declares that

- a) the Registration Document has been approved by *BaFin* as competent authority under Regulation (EU) 2017/1129;
- b) *BaFin* only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129;
- c) such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

This Registration Document is neither an offer nor an invitation to third parties to make an offer to subscribe or purchase securities of BNP Paribas Emissions- und Handelsgesellschaft mbH as Issuer and is not to be understood as a recommendation to recipients of this Registration Document to subscribe or purchase securities of BNP Paribas Emissions- und Handelsgesellschaft mbH.

No person has been authorised by BNP Paribas Emissions- und Handelsgesellschaft mbH to give any information or to make any representations other than as contained in this Registration Document, and, if given or made, such information or representation must not be relied upon as having been authorised by BNP Paribas Emissions- und Handelsgesellschaft mbH.

Information on any websites referred to herein does not form part of this Registration Document and has not been scrutinised or approved by *BaFin* in its capacity as competent authority under Regulation (EU) 2017/1129 in connection with Article 10 of Delegated Regulation (EU) 2019/979 of 14 March 2019.

4 INFORMATION ABOUT THE ISSUER

4.1 Information about the foundation and development of the Issuer

BNP Paribas Emissions- und Handelsgesellschaft is a company with limited liability (*Gesellschaft mit beschränkter Haftung – GmbH*) incorporated under the laws of Germany. The Company was formed under the name BNP Broker GmbH by a notarial deed on 26 September 1991. Following a name change, it was registered in the commercial register of the Local Court (*Amtsgericht – AG*) of Frankfurt am Main as BNP Handels- und Makler GmbH with registered office in Frankfurt am Main and company registration number HRB 35628 on 8 September 1992. Further name changes took place on 21 September 1995, when the Company was renamed BNP Emissions- und Handelsgesellschaft mbH, and on 21 November 2000, when it adopted its current name BNP Paribas Emissions- und Handelsgesellschaft mbH under which it continues to be registered in the commercial register of the Local Court of Frankfurt am Main under company registration number HRB 35628. Its legal entity identifier (LEI) is 549300TS3U4JKMR1B479.

Its commercial name is the same as its legal name and its registered office is at Senckenberganlage 19, 60325 Frankfurt am Main, Germany (Telephone +49 (0) 69 7193-0). The Company was incorporated for an indefinite period.

The Company has no subsidiaries.

4.2 Company's statutory auditors

MAZARS GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Theodor-Stern-Kai 1, 60596 Frankfurt am Main, Germany, ("**MAZARS GmbH & Co. KG**") has been appointed as statutory auditor for the statutory audit of the annual financial statements for the financial year 2021. The annual financial statements for the year ended on 31 December 2021 were issued with an unqualified audit report by MAZARS GmbH & Co. KG.

MAZARS GmbH & Co. KG has been appointed as statutory auditor for the statutory audit of the annual financial statements for the financial year 2022. The annual financial statements for the year ended on 31 December 2022 were issued with an unqualified audit report by MAZARS GmbH & Co. KG.

MAZARS GmbH & Co. KG is a full member of the Chamber of German Public Auditors (Wirtschaftsprüferkammer) in Berlin and of the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer in Deutschland e.V.) in Düsseldorf, Germany.

4.3 Object and purpose of the Company

According to § 2 of its Articles of Association, the object and purpose of the Company is to issue, sell, purchase and hold securities for its own account, to purchase and sell real estate and goods of all kind for its own account and all transactions directly or indirectly associated therewith, except for transactions requiring authorisation under the German Banking Act (*Kreditwesengesetz – KWG*) or under the German Industrial Code (*Gewerbeordnung – GewO*).

The Company is authorised to complete all legal transactions and other acts it deems necessary or useful to perform the object of the Company. In particular, it may establish branches, invest in other companies of the same or a similar kind and enter into tax group agreements (*Organschaftsverträge*) and other profit and loss pooling agreements (*Unternehmensverträge*).

4.4 Issuer's borrowing and funding structure

No material changes in the Issuer's borrowing and funding structure have occurred since the last financial year.

The securities underwriting business the Issuer carries out as its principal activity (see section 5 "Business overview") has no impact on its profit or loss or its liquidity. Liabilities arising from the issuance of securities are generally hedged by financial instruments with matching maturities in the same currency that carry the same price risk. These hedging transactions are made or entered into with companies of the BNP Paribas Group.

A temporary financing need over the current financial year arises for the Issuer from the need to pay supplier invoices and other invoices. These invoices are first paid by the Issuer and then charged on to BNP Paribas S.A. in its capacity as sole shareholder of the Issuer (see section 6 “Organisational structure”) on a quarterly basis. The bridge financing required for this purpose will be provided via an unlimited and interest-free advance on current account granted by the sole shareholder to the Issuer.

5 BUSINESS OVERVIEW

Principal activities/principal markets

The principal activities of BNP Paribas Emissions- und Handelsgesellschaft mbH are to issue and sell securities for its own account. The Company essentially engages in issuing securities in the form of warrants and certificates linked to local and foreign indices and shares and to American Depositary Receipts, Global Depositary Receipts and/or Ordinary Depositary Receipts, to commodities, currencies and futures contracts. In addition, it issues notes. The securities are issued either as individual issues or under a programme. The securities issued may be underwritten either by BNP Paribas Arbitrage S.N.C., Paris, France, or by BNP Paribas S.A., Paris, France, or by BNP Paribas S.A., if applicable acting through its London Branch, United Kingdom, or any other branch (each referred to as a “**Counterparty**”). Corresponding hedging arrangements will be entered into between each Counterparty and the Issuer. In the future, it will also be possible for other companies of the BNP Paribas Group to underwrite and offer securities issued by the Company.

The Offeror, BNP Paribas Arbitrage S.N.C., currently offers the securities issued by BNP Paribas Emissions- und Handelsgesellschaft mbH on the markets in Germany, Austria and Luxembourg. Furthermore, the Offeror offers securities in other European countries, including Belgium, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Malta, Norway, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden, Switzerland and The Netherlands, once securities have been issued in the markets of these countries.

The Issuer currently issues securities mainly for the markets in Germany, Austria and Luxembourg under a German language Base Prospectus and has an English language Base Prospectus under which securities may be offered in other European countries, including Belgium, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Malta, Norway, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden, Switzerland and The Netherlands.

6 ORGANISATIONAL STRUCTURE

Group affiliation

The sole shareholder of BNP Paribas Emissions- und Handelsgesellschaft mbH is BNP Paribas S.A., a listed public limited company (“*société anonyme*”) incorporated under the laws of France. According to its own assessment, BNP Paribas S.A. is one of France’s largest banks and has branches and subsidiaries in all major markets. As far as BNP Paribas Emissions- und Handelsgesellschaft mbH is aware, there are currently no agreements in place to change the existing shareholding structure, and neither are there any plans to do so.

A control and profit transfer agreement is in place between BNP Paribas S.A. and BNP Paribas Emissions- und Handelsgesellschaft mbH, which is described in section 12 “Material contracts”.

With respect to guaranteed securities being issued by BNP Paribas Emissions- und Handelsgesellschaft mbH, BNP Paribas S.A. in its capacity as Guarantor has also given a Guarantee for the due payment of all amounts to be paid under the applicable terms and conditions of the securities.

7 TREND INFORMATION

7.1 Material adverse change in the prospects of the Issuer

No material adverse change in the prospects of the Issuer has occurred since 31 December 2022, the date of its annual financial statements for the financial year 2022, i.e. its last published audited financial statements which can be found on the website https://warrants.bnpparibas.com/siteassets/base-prospectus/registration-documents-ehg/bnpp-euh_translation-of-the-short-form-auditors-report-31.12.2022_en-v2.pdf/ and in the electronic Federal Gazette (*eBundesanzeiger*).

7.2 Significant change in the Group's financial position and profit or loss

No significant change in the Group's financial position and profit or loss has occurred since 31 December 2022, the date of the Issuer's annual financial statements for the financial year 2022, i.e. its last published audited financial statements which can be found on the website https://warrants.bnpparibas.com/siteassets/base-prospectus/registration-documents-ehg/bnpp-euh_translation-of-the-short-form-auditors-report-31.12.2022_en-v2.pdf/ and in the electronic Federal Gazette (*eBundesanzeiger*).

7.3 Outlook

In the second half of 2022, total market sales of German certificates and warrants decreased by 5% in comparison to the second half of 2021. Due to the fact that sales of BNP Paribas Group increased strongly (about +33% in comparison to the second half of 2021) its market share increased consequently from about 17% in the second half of 2021 to 24% in the second half of 2022.

BNP Paribas Emissions- und Handelsgesellschaft mbH issued approximately 332,000 products in the second half of 2022. In 2022 as a whole, the Company with approximately 664,000 new issues placed more than in 2021 (approximately 449,000 new issues in 2021). In general, the level of issuance activity is highly dependent on market volatility and the overall demand for retail derivatives. A slightly higher level of securities issues is expected in 2023 compared to 2022.

Changes in the financial performance and financial position of the Company are not anticipated for the coming two years on account of the design of business activities.

8 PROFIT FORECASTS OR ESTIMATES

No profit forecasts or estimates have been included in this Registration Document.

9 ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

Mr. Grégoire Toubanc of Frankfurt am Main, with business address at Senckenberganlage 19, 60325 Frankfurt am Main, Germany, has been the Managing Director of BNP Paribas Emissions- und Handelsgesellschaft mbH since 15 October 2010 (date of entry in the commercial register).

Ms. Erika Iske of Frankfurt am Main, with business address at Senckenberganlage 19, 60325 Frankfurt am Main, Germany, is an Authorised Officer (*Prokuristin*) of BNP Paribas Emissions- und Handelsgesellschaft mbH (with joint signing power (*Gesamtprokura*) together with the Managing Director or another Authorised Officer (*Prokurist*)). Mr. Pela Kulas of Frankfurt am Main, with business address at Senckenberganlage 19, 60325 Frankfurt am Main, Germany, is the second Authorised Officer (*Prokurist*) of BNP Paribas Emissions- und Handelsgesellschaft mbH (with joint signing power (*Gesamtprokura*) together with one Managing Director or another Authorised Officer (*Prokurist*)). The Managing Director and the Authorised Officers of BNP Paribas Emissions- und Handelsgesellschaft mbH are employees of BNP Paribas S.A., German Branch, Senckenberganlage 19, 60325 Frankfurt am Main, Germany.

As far as the Managing Director and the Authorised Officers of the Company are concerned, there are no potential conflicts of interest between their duties to the Company and their private interests or other duties.

10 MATERIAL LEGAL AND ARBITRATION PROCEEDINGS

There are and have been no governmental, legal or arbitration proceedings (nor any such proceedings which are pending or threatened of which the Issuer is aware) which have been passed/completed during a period covering at least the previous twelve months and which have, or have had in the recent past significant effects on the Issuer's financial position or profitability.

11 ADDITIONAL INFORMATION

The registered share capital of BNP Paribas Emissions- und Handelsgesellschaft mbH is EUR 25,564.59 (converted from DEM 50,000.00), corresponding to one share. The registered share capital is fully paid up and the share is held by the Company's sole shareholder BNP Paribas S.A.

12 MATERIAL CONTRACTS

A guarantee agreement for the benefit of a third party (*Garantievertrag zugunsten Dritter*) is in place between BNP Paribas S.A. and BNP Paribas Emissions- und Handelsgesellschaft mbH. Under this agreement, BNP Paribas S.A. gave an unconditional and irrevocable guarantee for the due payment of all amounts to be paid under the applicable terms and conditions of the securities (the "**Guarantee**").

This Guarantee constitutes a direct and non-subordinated liability of BNP Paribas S.A. as Guarantor and is not a first-demand guarantee.

A control and profit transfer agreement is in place between BNP Paribas S.A. and BNP Paribas Emissions- und Handelsgesellschaft mbH. Under this agreement, the Company has an obligation to transfer its total profit as determined according to the applicable provisions of commercial law to BNP Paribas S.A. BNP Paribas S.A., on the other hand, has an obligation to compensate all losses BNP Paribas Emissions- und Handelsgesellschaft mbH incurs at any time during the term of the agreement unless it can be covered from retained earnings. Under the control and profit transfer agreement, BNP Paribas S.A. is authorised to issue instructions to the Company as it deems appropriate (including instructions which may have adverse effects for the Company). Moreover, BNP Paribas S.A. has the right to request access to the books and documents of the Company and information in particular about the legal, business and administrative affairs of the Company at any time. Consequently, risks may arise for BNP Paribas Emissions- und Handelsgesellschaft mbH from the control and profit transfer agreement (see section 5 „Risk factors – Risk of adverse instructions being given by BNP Paribas S.A. under the control and profit transfer agreement”), e.g. due to negative instructions being given which may have an adverse effect on the assets and liabilities, financial and earnings position and the liquidity of the Issuer.

The control and profit transfer agreement may be terminated by ordinary termination on one year's notice to expire at the end of a calendar year. On the date hereof, the control and profit transfer agreement is not under notice of termination.

13 DECLARATIONS OF INTEREST

Interest of natural and legal persons involved in the issue/offer

The Offeror BNP Paribas Arbitrage S.N.C. may enter into transactions relating to the securities from time to time, either for its own account or for the account of a customer. BNP Paribas Arbitrage S.N.C.'s interest in such transactions may conflict with the interest it has in its capacity as Offeror.

If **BNP Paribas Arbitrage S.N.C.** in its capacity as Offeror acts as Counterparty in hedging arrangements for the obligations of the Issuer and as Calculation Agent, the following shall apply:

BNP Paribas Arbitrage S.N.C., 1 rue Laffitte, 75009 Paris, France, is the counterparty (the "**Counterparty**") to hedging arrangements for the obligations of the Issuer under the securities.

Therefore, this can give rise to conflicts of interest between BNP Paribas Arbitrage S.N.C. and the investors regarding (i) its obligations as Calculation Agent in determining the price of the securities and establishing other facts associated therewith and (ii) its capacity as Offeror and Counterparty.

If **BNP Paribas S.A.** acts as Counterparty in hedging arrangements for the obligations of the Issuer and as Calculation Agent, the following shall apply:

BNP Paribas S.A., 16, Boulevard des Italiens, 75009 Paris, France, itself or, if applicable, acting through its London Branch, 10 Harewood Avenue, London NW1 6AA, United Kingdom, through any other branch, is the Calculation Agent and Counterparty to the hedging arrangements for the obligations of the Issuer under the securities. Therefore, this can give rise to conflicts of interest between BNP Paribas S.A. or any branch of it and the investors regarding (i) its obligations as Calculation Agent in determining the price of the securities and establishing other facts associated therewith and (ii) its capacity as Counterparty.

Moreover, with respect to guaranteed securities being issued by BNP Paribas Emissions- und Handelsgesellschaft mbH, further conflicts of interest may arise from the fact that BNP Paribas S.A. guarantees the due payment of all amounts to be paid under the applicable terms and conditions of the warrants while at the same time being a Counterparty to hedging arrangements of BNP Paribas Emissions- und Handelsgesellschaft mbH.

Further conflicts of interest may also result from the fact that BNP Paribas S.A. acts as paying agent through its German branch.

14 DOCUMENTS AVAILABLE

For the term of this Registration Document, copies of the Articles of Association of the Issuer may be inspected during normal business hours at BNP Paribas Emissions- und Handelsgesellschaft mbH, Senckenberganlage 19, 60325 Frankfurt am Main, Germany. In addition, the Articles of Association of the Issuer are available for inspection under <https://warrants.bnpparibas.com/contentassets/8ad3e8373a4142048e58e92999ebfd86/article-s-of-association-bnp-paribas-emissions--und-handelsgesellschaft-mbh.pdf/>.

15 FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

15.1 Accounting Standards

The annual financial statements for the year ended on 31 December 2022, management report for the financial year 2022 and audit report attached hereto as Annex A and the annual financial statements for the year ended on 31 December 2021, management report for the financial year 2021 and audit report attached hereto as Annex B have each been drawn up in accordance with the provisions of the German Commercial Code (*Handelsgesetzbuch* – “**HGB**”) and the additional provisions of the German Act on Limited Liability Companies (*Gesetz betreffend die Gesellschaften mit beschränkter Haftung* – “**GmbHG**”).

15.2 Significant changes in the Issuer's financial position

No significant changes in the Issuer's financial position have occurred since 31 December 2022.

15.3 Historical financial information

**ANNEX A: ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2022,
MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2022 AND AUDIT REPORT**

Short-form Auditor's Report

**Financial Statements
as at 31 December 2022
and Management Report
for the Financial Year 2022**

BNP PARIBAS Emissions- und Handelsgesellschaft mbH
Frankfurt am Main

Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

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4. Management Report for the Period from
1 January 2022 to 31 December 2022

Independent Auditor's Report

To BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main:

Audit Opinions

We have audited the annual financial statements of BNP Paribas Emissions- und Handelsgesellschaft mbH, which comprise the balance sheet as at 31 December 2022 and the statement of profit or loss for the financial year from 1 January 2022 to 31 December 2022 and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of BNP Paribas Emissions- und Handelsgesellschaft mbH for the financial year from 1 January 2022 to 31 December 2022.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2022 and of its financial performance for the financial year from 1 January 2022 to 31 December 2022 in compliance with German legally required accounting principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to Sec. 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the financial statements and management report in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Responsibilities of the Executive Directors for the Financial Statements and the Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements present the underlying transactions and events in a manner that the financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

- Evaluate the consistency of the management report with the annual financial statements, its conformity with [German] law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Frankfurt am Main, 24 March 2023

Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Michael Skall
Wirtschaftsprüfer
[German Public Auditor]

Steffen Neuweiler
Wirtschaftsprüfer
[German Public Auditor]

BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main
Statement of Profit or Loss for the Period from 1 January 2022 to 31 December 2022

	01.01.-31.12.2022 EUR	2021 EUR k
Result of ordinary activities		
1. Other operating income	783,010.31	1,059
2. Other operating expenses	-783,010.31	-1,059
3. Net profit for the year	0.00	0

BNP PARIBAS EMISSIONS- UND HANDELSGESELLSCHAFT MBH, FRANKFURT AM MAIN

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2022

I. ACCOUNTING AND VALUATION POLICIES

1. General

The financial statements of BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main, hereinafter also referred to as the “Company”, were compiled in accordance with the provisions of the German Commercial Code (HGB) and the supplementary provisions of the Limited Liability Companies Act (GmbH-Gesetz). The sized-related relief from reporting duties for small-sized corporations afforded by Sec. 288 (1) HGB was availed of in some cases.

The statement of profit or loss is presented using the cost-summary method in accordance with Sec. 275 (2) HGB.

2. Accounting and valuation policies

The accounting and valuation policies were applied without change in comparison to the financial statements for the year ended 31 December 2021.

All **liabilities** arising from securities issues and the hedging instruments presented under **receivables and other assets**, are treated as hedges in accordance with Sec. 254 HGB, as they qualify as perfect micro-hedges. From an accounting perspective, the net hedge method is applied by which the hedging instruments are measured at their historical cost. All changes in value between the underlying issued securities and the hedging instruments that offset each other are not recognized. Issued securities that are repurchased before maturity by the distribution/sales company as well as any partial issues are derecognized at their weighted average price. There was no need to record loss allowances or write-downs on receivables and other assets.

The disclosures on hedges required by Sec. 285 No. 19 and No. 23 HGB are presented in the table under II. Point 5 of the notes to the financial statements.

As the income from the sale of issued securities and the premiums paid to acquire the corresponding hedging instruments as well as any changes in value of the underlying hedged item and the hedging

instrument are always identical, the security issue business has no impact on the profit or loss of the Company. In accordance with IDW Accounting Practice Statement on Accounting for Hedges under German GAAP (IDW RS HFA 35) the cash flows that offset each other from the termination of the hedge or from any interest payments or other interim payments are posted directly to equity without affecting profit or loss.

Other provisions were recognized at their settlement amount based on a prudent business assessment.

Assets or liabilities carried under the line items “receivables from affiliated companies”, “other assets”, “bonds”, and “other liabilities” that are **denominated in foreign currency** were translated using the historical rate on the date of their issue.

II. NOTES TO THE FINANCIAL STATEMENTS

1. Current assets

“Receivables from affiliated companies” consist of time deposits placed with the shareholder, BNP Paribas S.A. as hedging instruments for fixed income certificates (FIC).

“Other assets” comprise OTC options of EUR 4,207,328k, including OTC options denominated in foreign currency of USD 38,278k, CHF 2,650k and GBP 1.100k, acquired from affiliated companies to hedge securities in circulation.

The “Balances with banks” consist exclusively of a current account balance with the shareholder BNP PARIBAS S.A., Germany branch.

2. Provisions

“Other provisions” were established for unbilled services associated with the issuing business and preparing the financial statements for the year ended 31 December 2022.

3. Liabilities

“Bonds” contain issued certificates of EUR 2,361,510k including certificates denominated in foreign currency of USD 38,278k, CHF 2,650k and GBP 1,100k.

“Other liabilities” consist of issued option certificates of EUR 1,854,102k.

4. Aging structure of liabilities

Liabilities from issued securities break down as follows:

		due in	due in	due in	
	Total	up to 1 year	1 to 5 years	over 5 years	thereof secured
	<u>EURk</u>	<u>EURk</u>	<u>EURk</u>	<u>EURk</u>	<u>EURk</u>
Bonds	2,361,511	1,069,803	1,166,984	124,724	0
Other liabilities	1,854,102	692,010	107,328	1,054,764	0
Total	4,215,613	1,761,813	1,274,312	1,179,488	0

5. Nature and scope of derivate financial instruments and disclosures on hedge accounting pursuant to Sec. 254 HGB

The nature and scope of issued securities and the OTC options acquired to hedge them are presented in the following tables. As in most cases the nominal amounts are not defined upon a security issue the disclosures are on a per volume basis. The issued securities and the acquired OTC options are combined into perfect micro-hedges as defined by Sec. 254 HGB, by which all risks of changes in value and cash flows eliminate each other (including price risks, interest risks, currency risks, credit risks and also liquidity risks). Hedge effectiveness is ensured by matching the terms and conditions of the underlying and the hedging instrument, measured using the critical terms match method.

Derivatives and transactions with structured financial instruments are presented in the balance sheet as follows:

Issued certificates	Bonds (liabilities)
Issued option certificates	Other liabilities
Acquired options	Other assets

The swaps entered into to hedge the fixed income certificates are not presented in the balance sheet.

Summary of securities issues as at 31 December 2022

Type of security:	Option certificates (EUR)		Listed	
Line item: Other liabilities				
	Quantity	Book value	Fair value	Difference
Category: Equity-linked/index related transactions				
	798,698,988	1,331,655,005.68	533,481,327.40	798,173,678.28
	332,927,566	499,071,403.99	1,206,205,312.67	-707,133,908.68
Category: Commodities				
	3,579,963	5,284,401.14	2,773,864.29	2,510,536.85
	2,088,032	3,092,067.86	6,499,928.80	-3,407,860.94
Category: Currencies				
	900,392	4,972,436.37	3,154,439.09	1,817,997.28
	375,604	1,522,820.30	2,271,069.62	-748,249.32
Category: Other				
	3,167,795	5,227,823.46	2,842,408.12	2,385,415.34
	1,896,072	3,276,310.78	6,341,290.92	-3,064,980.14
Total: Option certificates (listed)				
	806,347,137	1,347,139,666.65	542,252,038.90	804,887,627.75
	337,287,274	506,962,602.93	1,221,317,602.01	-714,354,999.08
	1,143,634,411	1,854,102,269.59	1,763,569,640.91	90,532,628.68

Type of security:	Certificates (EUR)		Listed	
Line item: Bonds				
	Quantity	Book value	Fair value	Difference
Category: Equity-linked/index related transactions				
	10,945,317	826,173,655.25	764,780,712.69	61,392,942.56
	19,732,397	723,644,109.46	776,851,496.76	-53,207,387.30
Category: Commodities				
	21,747	5,196,992.55	4,592,207.59	604,784.96
	4,803	626,166.92	641,191.51	-15,024.59
Category: Currencies				
	65,818	11,952,181.49	11,030,723.35	921,458.14
Category: Other				
	931,282	262,600,757.09	223,592,564.71	39,008,192.38
	278,917	78,880,984.56	89,679,313.05	-10,798,328.49
Total: Certificates (listed)				

11,964,164	1,105,923,586.38	1,003,996,208.34	101,927,378.04
20,016,117	803,151,260.94	867,172,001.32	-64,020,740.38
31,980,281	1,909,074,847.32	1,871,168,209.66	37,906,637.66

Type of security:	Reverse convertible bonds (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category: Equity-linked/index related transactions			
210,898	211,181,334.29	183,350,362.16	27,830,972.13
43,728	43,111,020.84	45,292,663.81	-2,181,642.97
Category: Commodities			
2,888	2,888,000.00	2,529,619.69	358,380.31
2,391	2,391,000.00	2,450,459.46	-59,459.46
Category: Currencies			
13,475	13,494,740	9,937,547	3,557,192.71
1,000	1,000,000	1,008,753	-8,753.10
Category: Other			
106,448	106,455,595	86,752,013	19,703,582.43
23,893	23,934,373	26,925,838	-2,991,464.73
Total: Reverse convertible bonds (listed)			
333,709	334,019,670	282,569,542	51,450,128
71,012	70,436,394	75,677,714	-5,241,320
404,721	404,456,063.20	358,247,255.88	46,208,807.32

Type of security:	Fixed income certificates (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category: Interest			
5,285	5,285,000.00	5,147,293.38	137,706.62
Category: CLN			
30	3,000,000.00	3,026,980.69	-26,980.69
Total: Certificates (listed)			
5,285	5,285,000.00	5,147,293.38	137,706.62
30	3,000,000.00	3,026,980.69	-26,980.69
5,315	8,285,000.00	8,174,274.07	110,725.93

Total option certificates/cert./rev. conv. bonds

1,176,024,727.81	4,175,918,180.10	4,001,159,380.52	174,758,799.58
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OTC options (EUR) buy

Line item: Other assets

	Quantity	Book value	Fair value	Difference
1. Underlying option certificates on shares/stock indexes				
	341,424,013.90	499,071,403.99	1,206,205,312.67	707,133,908.68
	1,486,234,007.13	1,331,655,005.68	533,481,327.40	-798,173,678.28
2. Underlying option certificates on commodities				
	1,711,309.37	3,092,067.86	6,499,928.80	3,407,860.94
	2,253,463.35	5,284,401.14	2,773,864.29	-2,510,536.85
3. Underlying option certificates on currencies				
	2,593,402.00	1,522,820.30	2,271,069.62	748,249.32
	34,934,704.70	4,972,436.37	3,154,439.09	-1,817,997.28
4. Underlying option certificates on other transactions				
	1,392,826.86	3,276,310.78	6,341,290.92	3,064,980.14
	1,809,621.59	5,227,823.46	2,842,408.12	-2,385,415.34
5. Underlying certificates on shares/reverse convertible bonds				
	19,589,141.21	723,644,109.46	776,851,496.76	53,207,387.30
	11,506,421.10	826,173,655.25	764,780,712.69	-61,392,942.56
6. Underlying certificates on commodities				
	4,803.00	626,166.92	641,191.51	15,024.59
	21,747.00	5,196,992.55	4,592,207.59	-604,784.96
7. Underlying certificates on currencies				
	65,818.00	11,952,181.49	11,030,723.35	-921,458.14
8. Underlying certificates on other transactions				
	278,917.00	78,880,984.56	89,679,313.05	10,798,328.49
	1,057,282.00	262,600,757.09	223,592,564.71	-39,008,192.38
9. Underlying reverse convertible bonds				
	43,728.00	43,111,020.84	45,292,663.81	2,181,642.97
	210,898.00	211,181,334.29	183,350,362.16	-27,830,972.13
10. Underlying reverse convertible bonds on commodities				
	2,391.00	2,391,000.00	2,450,459.46	59,459.46
	2,888.00	2,888,000.00	2,529,619.69	-358,380.31
11. Underlying reverse convertible bonds on currencies				
	1,000.00	1,000,000.00	1,008,753.10	8,753.10
	13,475.00	13,494,740.00	9,937,547.29	-3,557,192.71
12. Underlying reverse convertible bonds on other				

	23,893.00	23,934,372.81	26,925,837.54	2,991,464.73
	106,448.00	106,455,595.26	86,752,012.83	-19,703,582.43
Total OTC - options				
1. Underlying option certificates				
	347,121,552.13	506,962,602.93	1,221,317,602.01	714,354,999.08
	1,525,231,796.77	1,347,139,666.65	542,252,038.90	-804,887,627.75
	1,872,353,348.90	1,854,102,269.59	1,763,569,640.91	-90,532,628.68
2. Underlying certificates				
	19,872,861.21	803,151,260.94	867,172,001.32	64,020,740.38
	12,651,268.10	1,105,923,586.38	1,003,996,208.34	-101,927,378.04
	32,524,129.31	1,909,074,847.32	1,871,168,209.66	-37,906,637.66
3. Underlying reverse convertible bonds				
	71,012.00	70,436,393.65	75,677,713.91	5,241,320.26
	333,709.00	334,019,669.55	282,569,541.97	-51,450,127.58
	404,721.00	404,456,063.20	358,247,255.88	-46,208,807.32
<hr/>				
Total OTC options	1,905,282,199.21	4,167,633,180.10	3,992,985,106.45	-174,648,073.65

Hedging instruments (EUR) FIC (time deposit + swaps)

Line item: Receivables from affiliated companies

	Quantity	Book value	Fair value	Difference
1. Underlying FIC on interest				
	3	5,285,000	5,147,293	-137,706.62
2. Underlying FIC on credit linked notes				
	1	3,000,000.00	3,026,980.69	26,980.69
Total: Hedging instruments – FIC				
	1	3,000,000.00	3,026,980.69	26,980.69
	3	5,285,000.00	5,147,293.38	-137,706.62
	4	8,285,000.00	8,174,274.07	-110,725.93

Type of security:	Certificates (USD)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Equity-linked/index related transactions			
23,797	14,213,985.44	11,915,853.73	2,298,131.71
1,350	1,261,741.20	1,644,922.06	-383,180.86
Category: Commodities			
2,169	2,027,197.53	1,791,393.84	235,803.69
Category: Other			
40,395	9,115,106.32	7,841,088.57	1,274,017.75
2,000	1,869,246.23	1,930,941.37	-61,695.14
Total: Certificates (listed)			
66,361	25,356,289.29	21,548,336.14	3,807,953.15
3,350	3,130,987.43	3,575,863.43	-444,876.00
69,711	28,487,276.72	25,124,199.57	3,363,077.15

Type of security:	Reverse convertible bonds (USD)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Equity-linked/index related transactions			
970	906,584.42	785,090.89	121,493.53
1,700	1,563,328.75	1,609,706.35	-46,377.60
Category: Commodities			
1,163	1,086,966.68	1,135,940.71	-48,974.03
Category: Currencies			
350	320,735.45	332,758.69	-12,023.24
Category: Other			
300	280,386.93	204,246.43	76,140.50
3,380	3,129,848.36	3,232,929.95	-103,081.59
Total: Reverse convertible bonds (listed)			
2,783	2,594,673.49	2,458,036.72	136,636.77
5,080	4,693,177.11	4,842,636.30	-149,459.19
7,863	7,287,850.60	7,300,673.02	-12,822.42

Total option certificates/cert./rev.
conv. bonds

77,574.00	35,775,127.32	32,424,872.59	3,350,254.73
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OTC options (USD) buy

Line item: Other assets

	Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying certificates on shares/reverse convertible bonds				
	1,350.00	1,261,741.20	1,644,922.06	383,180.86
	23,797.00	14,213,985.44	11,915,853.73	-2,298,131.71
2. Underlying certificates on commodities				
	2,169.00	2,027,197.53	1,791,393.84	-235,803.69
3. Underlying certificates on other transactions				
	2,000.00	1,869,246.23	1,930,941.37	61,695.14
	40,395.00	9,115,106.32	7,841,088.57	-1,274,017.75
4. Underlying reverse convertible bonds on shares/reverse convertible bonds				
	1,700.00	1,563,328.75	1,609,706.35	46,377.60
	970.00	906,584.42	785,090.89	-121,493.53
5. Underlying reverse convertible bonds on commodities				
	1,163.00	1,086,966.68	1,135,940.71	48,974.03
6. Underlying reverse convertible bonds on currencies				
	350.00	320,735.45	332,758.69	12,023.24
6. Underlying reverse convertible bonds on other				
	3,380.00	3,129,848.36	3,232,929.95	103,081.59
	300.00	280,386.93	204,246.43	-76,140.50
Total OTC - options				
1. Underlying certificates				
	3,350.00	3,130,987.43	3,575,863.43	444,876.00
	66,361.00	25,356,289.29	21,548,336.14	-3,807,953.15
	69,711.00	28,487,276.72	25,124,199.57	-3,363,077.15
2. Underlying reverse convertible bonds				
	6,593.00	6,100,879.25	6,311,335.70	210,456.45
	1,270.00	1,186,971.35	989,337.32	-197,634.03
	7,863.00	7,287,850.60	7,300,673.02	12,822.42
<hr/>				
Total OTC options				
	<u>77,574.00</u>	<u>35,775,127.32</u>	<u>32,424,872.59</u>	<u>-3,350,254.73</u>

Type of security:	Certificates (CHF)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Equity-linked/index related transactions			
450	454,966.80	459,525.03	-4,558.23
Category: Other			
2,200	2,224,282.14	2,013,715.82	210,566.32
Total: Certificates (listed)			
2,200	2,224,282.14	2,013,715.82	210,566.32
450	454,966.80	459,525.03	-4,558.23
2,650	2,679,248.94	2,473,240.85	206,008.09
<hr/>			
Total option certificates/cert./rev, conv, bonds			
2,650	2,679,248.94	2,473,240.85	206,008.09

OTC options (CHF) buy

Line item: Other assets

Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying certificates on shares/reverse convertible bonds			
450.00	454,966.80	459,525.03	4,558.23
2. Underlying certificates on other transactions			
2,200.00	2,224,282.14	2,013,715.82	-210,566.32
Total OTC – options			
1. Underlying certificates			
450.00	454,966.80	459,525.03	4,558.23
2,200.00	2,224,282.14	2,013,715.82	-210,566.32
2,650.00	2,679,248.94	2,473,240.85	-206,008.09
<hr/>			
Total OTC options			
2,650.00	2,679,248.94	2,473,240.85	-206,008.09

Type of security:

Certificates (GBP)

Listed

Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
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Category: Equity-linked/index related transactions

1,100	1,240,188.32	921,452.93	318,735.39
Total: Certificates (listed)			
1,100	1,240,188.32	921,452.93	318,735.39
1,100	1,240,188.32	921,452.93	318,735.39

Total option certificates/cert,/rev,
conv, bonds

1,100.00	1,240,188.32	921,452.93	318,735.39
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OTC options (CHF) buy

Line item: Other assets

	Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying certificates on shares/ reverse convertible bonds				
	1,100.00	1,240,188.32	921,452.93	-318,735.39
Total OTC – options				
1. Underlying certificates				
	1,100.00	1,240,188.32	921,452.93	-318,735.39
	1,100.00	1,240,188.32	921,452.93	-318,735.39

Total OTC options

<u>1,100.00</u>	<u>1,240,188.32</u>	<u>921,452.93</u>	<u>-318,735.39</u>
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Summary of securities issues as at 31 December 2021

Type of security:	Option certificates (EUR)		Listed	
Line item: Other liabilities				
	Quantity	Book value	Fair value	Difference
Category: Equity-linked/index related transactions				
	520,532,279	839,427,598.58	458,212,561.40	381,215,037.18
	298,466,102	486,592,751.25	1,009,973,904.67	-523,381,153.42
Category: Commodities				
	5,586,070	22,225,345.64	16,172,422.20	6,052,923.44
	5,049,685	23,044,047.63	36,010,108.95	-12,966,061.32
Category: Currencies				
	7,601,525	34,656,446.96	23,147,115.90	11,509,331.06
	4,113,073	16,035,192.49	23,358,086.57	-7,322,894.08
Category: Other				
	18,969,364	30,516,000.88	13,178,888.30	17,337,112.58
	9,269,417	16,727,780.01	41,245,719.69	-24,517,939.68
Total: Option certificates (listed)				
	552,689,238	926,825,392.06	510,710,987.80	416,114,404.26
	316,898,277	542,399,771.38	1,110,587,819.88	-568,188,048.50
	869,587,515	1,469,225,163.44	1,621,298,807.68	-152,073,644.24

Type of security:	Certificates (EUR)		Listed	
Line item: Bonds				
	Quantity	Book value	Fair value	Difference
Category:	Equity-linked/index related transactions			
	8,728,841	423,959,092.99	379,275,048.31	44,684,044.68
	17,810,792	944,037,509.53	990,085,115.14	-46,047,605.61
Category:	Commodities			
	800	800,000.00	799,610.77	389.23
	8,211	708,988.66	945,003.85	-236,015.19
Category:	Other			
	19,601	50,377.00	27,094.30	23,282.70
	12,535	23,566.62	36,822.71	-13,256.09
Total:	Certificates (listed)			
	8,749,242	424,809,469.99	380,101,753.38	44,707,716.61
	17,831,538	944,770,064.81	991,066,941.70	-46,296,876.89

26,580,780 1,369,579,534.80 1,371,168,695.08 -1,589,160.28

Type of security:	Reverse convertible bonds (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category: Equity-linked/index related transactions			
80,742	80,415,534.52	77,638,098.89	2,777,435.63
77,187	77,238,686.45	80,190,100.83	-2,951,414.38
Total: Reverse convertible bonds (listed)			
80,742	80,415,534.52	77,638,098.89	2,777,435.63
77,187	77,238,686.45	80,190,100.83	-2,951,414.38
157,929	157,654,220.97	157,828,199.72	-173,978.75

Type of security:	Fixed income certificates (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category: Interest			
10,931	10,931,000.00	10,974,379.38	-43,379.38
Category: CLN			
13,738	16,708,000.00	17,073,211.08	-365,211.08
Total: Certificates (listed)			
24,669	27,639,000.00	28,047,590.46	-408,590.46
24,669	27,639,000.00	28,047,590.46	-408,590.46

Total option certificates/cert./rev. conv. bonds

896,350,893.00 3,024,097,919.21 3,178,343,292.94 -154,245,373.73

OTC options (EUR) buy

Line item: Other assets

Quantity	Book value	Fair value	Difference
1. Underlying option certificates on shares/stock indexes			
219,951,584.28	486,592,751.25	1,009,973,904.67	523,381,153.42
227,881,270.97	839,427,598.58	458,212,561.40	-381,215,037.18
2. Underlying option certificates on commodities			
4,735,525.60	23,044,047.63	36,010,108.95	12,966,061.32
4,752,728.14	22,225,345.64	16,172,422.20	-6,052,923.44

3. Underlying option certificates on currencies

127,025,335.00	16,035,192.49	23,358,086.57	7,322,894.08
397,205,630.00	34,656,446.96	23,147,115.90	-11,509,331.06

4. Underlying option certificates on other transactions

6,881,934.80	16,727,780.01	41,245,719.69	24,517,939.68
15,492,887.20	30,516,000.88	13,178,888.30	-17,337,112.58

5. Underlying certificates on shares/reverse convertible bonds

17,724,431.80	944,037,509.53	990,085,115.14	46,047,605.61
7,755,663.80	423,959,092.99	379,275,048.31	-44,684,044.68

6. Underlying certificates on commodities

8,211.00	708,988.66	945,003.85	236,015.19
800.00	800,000.00	799,610.77	-389.23

7. Underlying certificates on other transactions

12,535.00	23,566.62	36,822.71	13,256.09
19,601.00	50,377.00	27,094.30	-23,282.70

8. Underlying reverse convertible

77,187.00	77,238,686.45	80,190,100.83	2,951,414.38
80,742.00	80,415,534.52	77,638,098.89	-2,777,435.63

Total OTC - options

1. Underlying option certificates

358,594,379.68	542,399,771.38	1,110,587,819.88	568,188,048.50
645,332,516.31	926,825,392.06	510,710,987.80	-416,114,404.26
1.003.926.895.99	1.469.225.163.44	1.621.298.807.68	152.073.644.24

2. Underlying certificates

17,745,177.80	944,770,064.81	991,066,941.70	46,296,876.89
7,776,064.80	424,809,469.99	380,101,753.38	-44,707,716.61
25,521,242.60	1,369,579,534.80	1,371,168,695.08	1,589,160.28

3. Underlying reverse convertible bonds

77,187.00	77,238,686.45	80,190,100.83	2,951,414.38
80,742.00	80,415,534.52	77,638,098.89	-2,777,435.63
157,929.00	157,654,220.97	157,828,199.72	173,978.75

Total OTC options

<u>1,029,606,067.59</u>	<u>2,996,458,919.21</u>	<u>3,150,295,702.48</u>	<u>153,836,783.27</u>
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Hedging instruments (EUR) FIC (time deposit + swaps)

Line item: Receivables from affiliated companies

	Quantity	Book value	Fair value	Difference
1. Underlying FIC on interest				
	4	10,931,000.00	10,974,379.38	43,379.38
2. Underlying FIC on credit linked notes				
	4	16,708,000.00	17,073,211.08	365,211.08
Total: Hedging instruments – FIC				
	8	27,639,000.00	28,047,590.46	408,590.46
	<u>8</u>	<u>27,639,000.00</u>	<u>28,047,590.46</u>	<u>408,590.46</u>

Type of security: Option certificates (USD) listed

Line item: Other liabilities

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Other				
	26,272	7,648,009.88	8,138,686.00	-490,676.12
Total: Option certificates (listed)				
	26,272	7,648,009.88	8,138,686.00	-490,676.12
	26,272	7,648,009.88	8,138,686.00	-490,676.12

Type of security: Certificates (USD) listed

Line item: Bonds

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Equity-linked/index related transactions				
	60	511,727.08	321,215.00	190,512.08
	10,861	10,268,219.32	12,130,378.93	-1,862,159.61
Total: Certificates (listed)				
	60	511,727.08	321,215.00	190,512.08
	10,861	10,268,219.32	12,130,378.93	-1,862,159.61
	10,921	10,779,946.40	12,451,593.93	-1,671,647.53

Type of security: Reverse convertible bonds (USD) listed

Line item: Bonds

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Equity-linked/index related transactions				
	2,340	1,956,231.39	1,317,158.90	639,072.49
	5,048	4,729,851.06	5,611,605.42	-881,754.36
Total: Reverse convertible bonds (listed)				
	2,340	1,956,231.39	1,317,158.90	639,072.49
	5,048	4,729,851.06	5,611,605.42	-881,754.36
	7,388	6,686,082.45	6,928,764.32	-242,681.87
<hr/>				
Total option certificates/cert./rev. conv. bonds				
	44,581.00	25,114,038.73	27,519,044.25	-2,405,005.52
OTC options (USD) buy				
Line item: Other assets				
	Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying option certificates on other transactions				
	26,272.00	7,648,009.88	8,138,686.00	490,676.12
2. Underlying certificates on shares/reverse convertible bonds				
	10,861.00	10,268,219.32	12,130,378.93	1,862,159.61
	60.00	511,727.08	321,215.00	-190,512.08
3. Underlying reverse convertible bonds				
	5,048.00	4,729,851.06	5,611,605.42	881,754.36
	2,340.00	1,956,231.39	1,317,158.90	-639,072.49
Total OTC - options				
1. Underlying option certificates				
	26,272.00	7,648,009.88	8,138,686.00	490,676.12
	26,272.00	7,648,009.88	8,138,686.00	490,676.12
2. Underlying certificates				
	10,861.00	10,268,219.32	12,130,378.93	1,862,159.61
	60.00	511,727.08	321,215.00	-190,512.08
	10,921.00	10,779,946.40	12,451,593.93	1,671,647.53
3. Underlying reverse convertible bonds				
	5,048.00	4,729,851.06	5,611,605.42	881,754.36
	2,340.00	1,956,231.39	1,317,158.90	-639,072.49
	7,388.00	6,686,082.45	6,928,764.32	242,681.87

Total OTC options

<u>44,581.00</u>	<u>25,114,038.73</u>	<u>27,519,044.25</u>	<u>2,405,005.52</u>
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Type of security:	Certificates (CHF)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category: Equity-linked/index related transactions			
1,600	1,479,086.42	1,545,832.70	-66,746.28
Total: Certificates (listed)			
1,600	1,479,086.42	1,545,832.70	-66,746.28
1,600	1,479,086.42	1,545,832.70	-66,746.28

Total option certificates/cert./rev.
conv. bonds

1,600.00	1,479,086.42	1,545,832.70	-66,746.28
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OTC options (CHF) buy

Line item: Other assets

Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying certificates on shares/reverse convertible bonds			
1,600.00	1,479,086.42	1,545,832.70	66,746.28

Total OTC – options

1. Underlying certificates			
1,600.00	1,479,086.42	1,545,832.70	66,746.28
1,600.00	1,479,086.42	1,545,832.70	66,746.28

Total OTC options

<u>1,600.00</u>	<u>1,479,086.42</u>	<u>1,545,832.70</u>	<u>66,746.28</u>
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When calculating the fair value of financial instruments, the closing price determined by the sales/distribution company using internal pricing models is generally used as the basis. In accordance with the policies of the BNP PARIBAS Group, prices are determined by the back office, which is segregated from the front office involved in trading, and regularly audited by external auditors. They are generally based on observable market inputs (level 2 inputs according to the fair value hierarchy of IFRS 13).

The underlying issued securities and the corresponding hedging instruments are presented in the balance sheet at historical cost without any fair value adjustments.

Due to the particular design of the OTC options (zero strike call options on the security issued by the Company) their fair value is always identical to the fair value of the underlying security.

Fixed income certificates are hedged by placing the sales proceeds as a time deposit and entering into a swap by which the interest income from the time deposit can be swapped against the performance of the certificate. Based on the accounting treatment of the hedging instruments used by the counterparty (BNP PARIBAS S.A.) and the presentation as a perfect hedge, the time deposits and the swaps are presented in the table at fair value as one unit.

III. CASH FLOW STATEMENT

	Full year 2022	Full year 2021
	EUR	EUR
1. Cashflow from operating activities		
Cash receipts from reimbursed issue fees	1,038,410.71	1,668,682.06
Other cash receipts which cannot be allocated to investing or financing activities	46,922.20	64,941.49
Cash payments for issue fees	-1,046,598.29	-1,162,253.11
Other cash payments which cannot be allocated to investing or financing activities	-51,957.38	-44,511.17
Cash flow from operating activities	-13,222.76	526,859.27
2. Cash and cash equivalents at the end of the period		
Change in cash and cash equivalents	-13,222.76	526,859.27
Cash and cash equivalents at the beginning of the period	64,108.63	-462,750.64
Cash and cash equivalents at the end of the period	50,885.87	64,108.63
3. Composition of cash and cash equivalents		
Cash	50,885.87	64,108.63
Cash and cash equivalents at the end of the period	50,885.87	64,108.63

Additional information required by No. 52 GAS 2:

- The demand deposit balances held with the shareholder and short-term liabilities to the shareholder are disclosed under cash and equivalents. No change was made to the definition of cash and cash equivalents compared with the prior period.
- Cash and cash equivalents equate to the balance sheet item "balances with banks".
- In the period under review, no significant non-cash investing or financing activities were undertaken. Significant non-cash transactions were only entered into in operations in the reporting period with regard to the issuance business and the related hedging instruments.
- The Company did not acquire or sell any entities during the period under review.

Additional information required by No. 53 GAS 2:

The balance of cash and cash equivalents is not subject to any restrictions on disposal.

IV. OTHER NOTES

1. Contingent liabilities

As at the balance sheet date, there were no contingent liabilities or other financial obligations other than those shown in the balance sheet.

2. Management

Grégoire Toubanc, business administrator, Frankfurt am Main, Head of Sales Exchange Traded Solutions of BNP Paribas S.A., German branch.

The executive director did not receive any remuneration from the Company.

3. Employees

The Company has no employees. The business activities are performed by the employees of BNP Paribas S.A., German branch.

4. Equity

Subscribed capital comes to EUR 25,564.59 (translated from DEM 50,000).

5. Auditor's fee

The information on the auditor's fee is included in the consolidated financial statements of BNP Paribas S.A. Due to the exempting group clause of Sec. 285 No. 17 HGB, this information is not provided here.

6. Group affiliations and shareholders

A domination and profit and loss transfer agreement was entered into between BNP Paribas S.A. (formerly: Banque Nationale de Paris S.A.), German branch, and BNP Paribas Emissions- und Handelsgesellschaft mbH (formerly: BNP Emissions- und Handelsgesellschaft mbH), Frankfurt am Main, on 26 September 1991. This agreement was filed with the commercial register on 8 September 1992.

Due to requirements under tax legislation, an amendment was made on 1 November 2019 to the domination and profit and loss transfer agreement from 26 September 1991. Among other matters, the amendment includes a new arrangement for the term of the agreement by which it becomes non-cancellable until 31 December 2023. This amendment to the agreement was filed with the commercial register on 4 November 2019.

The consolidated financial statements for the largest and smallest group of consolidated companies are compiled by BNP PARIBAS S.A., Paris, (commercial register: RCS Paris No. 662 042 449). The Company is consolidated in these consolidated financial statements.

The consolidated financial statements can be viewed at:

Autorité des marchés financiers
17, place de la Bourse
75082 PARIS CEDEX 02

The French version of the consolidated financial statements is also published on the website of Autorité des Marchés Financiers (www.amf-france.org) as well as on the Group's own website www.invest.bnpparibas.com. The annual report of BNP Paribas S.A. is also available on the Group's website.

7. Subsequent events report

There have not been any subsequent events of material significance that occurred after the end of the reporting period. The current Ukraine crisis presently has no discernible negative impact on the assets and liabilities, financial performance and financial position of the Company.

Frankfurt am Main, 24 March 2023

The management

Grégoire Toubanc

MANAGEMENT REPORT

FOR THE REPORTING PERIOD FROM

1 JANUARY 2022 TO 31 DECEMBER 2022

Outline

- 1. Business and business environment**
- 2. Financial performance**
- 3. Financial position**
- 4. Assets and liabilities**
- 5. Subsequent events**
- 6. Opportunities, risks and forecast**

1. Business and business environment

The Company was founded as BNP Broker GmbH by notarized deed dated 26 September 1991. After being renamed it was entered in the commercial register of the local court of Frankfurt am Main on 8 September 1992 under the number HRB 35628 as BNP Handels- und Makler GmbH with its registered offices in Frankfurt am Main. It was renamed again on 21 September 1995 as BNP Emissions- und Handelsgesellschaft mbH and then on 21 November 2000 as BNP Paribas Emissions- und Handelsgesellschaft mbH, its current name (referred to below as Company).

The share capital of EUR 25,564.59 is held by the sole shareholder, BNP PARIBAS S.A., German branch.

A notarized domination and profit and loss transfer agreement was entered into between the Company and the shareholder, BNP Paribas S.A. on 26 September 1991. Under the terms of this agreement, the Company is obliged to transfer all the profit determined pursuant to the relevant provisions of German commercial law to the shareholder. The shareholder is obliged to offset any net loss which arises. The respective payment obligations fall due upon the ratification of the respective financial statements. Due to requirements under tax legislation, an amendment was made on 1 November 2019 to the domination and profit and loss transfer agreement from 26 September 1991. Among other matters, the amendment includes a new arrangement for the term of the agreement by which it becomes non-cancellable until 31 December 2023.

On 18 July 2017 the Company entered into a guarantee with BNP Paribas S.A. Paris in favor of the bearers of its outstanding securities. Under the terms of this guarantee, BNP Paribas S.A., Paris, has extended an unconditional irrevocable guarantee of proper payment of all amounts payable under the terms and conditions of the respective security.

The business activities of the Company in the reporting period consisted solely of the issue and sale of securities (primarily option certificates and equity-linked certificates, currencies, stock baskets, indexes, and commodities as well as, to a lesser extent, reverse convertible bonds) as well as entering into the corresponding hedging instruments. The issued securities are sold at market prices to BNP PARIBAS ARBITRAGE S.N.C., Paris. To hedge these securities, OTC options with matching terms are acquired from BNP PARIBAS ARBITRAGE S.N.C.

The securities are distributed to the final buyers by BNP PARIBAS ARBITRAGE S.N.C., or, in the case of fixed income certificates and credit-linked notes, by BNP PARIBAS S.A. Consequently, there is no impact on the economic circumstances of the issuer.

The sales of the BNP Paribas Group generated on the German retail derivative market increased by 33% in the second half of 2022 in comparison to the prior year. This development outperformed the total market, which declined by about 5% in the respective period. In the full year 2022, the Group's market share increased by about 17% (2021) to about 22%.

The balance sheet total rose by 38.2% in comparison to 31 December 2021, increasing from EUR 3,051 million to EUR 4,216 million. By contrast, there was a notable decrease in the balance sheet total in comparison to 30 June 2022 of 32.0%. However, the balance sheet total as at 30 June 2022 of EUR 6,202 million was unusually high as no comprehensive program had been conducted in the first half of 2022 to derecognize any securities that had not been placed on the market.

The ratio of external placements decreased from 50.5% as at 31 December 2021 to 48.4% as at 31 December 2022.

2. Financial performance

As the income from the sale of issued securities and the premiums paid to acquire the corresponding hedging instruments as well as any changes in value of the underlying hedged item and the hedging instrument are always

identical, the security issue business has no impact on the profit or loss of the Company. In accordance with IDW Accounting Practice Statement on Accounting for Hedges under German GAAP (IDW RS HFA 35) the cash flows that offset each other from the termination of the hedge or from any interest payments or other interim payments are posted directly to equity without affecting profit or loss.

The management and administration of the Company is performed by the employees of BNP PARIBAS S.A., German branch. The Company does not have any employees of its own. Consequently, it does not incur any employee expenses. Other administrative expenses (non-personnel expenses) are generally charged on to BNP PARIBAS S.A., German branch. The net result of the Company is therefore independent of the issue volume and is designed to always break even at EUR 0.00.

3. Financial position

The reported equity of the Company of EUR 25,564.59 consists solely of the fully-paid-in share capital of the sole shareholder, BNP PARIBAS S.A., German branch. The share capital was paid in by means of a credit note to the current account of the Company held at the sole shareholder.

The nature and execution of the business activities of the Company are aligned towards ensuring a balanced financial position at all times. The liabilities arising from the issue of securities are generally hedged by financial instruments featuring identical terms, currencies and price risks. Fixed income certificates are hedged by placing the sales proceeds as a time deposit and entering into a swap by which the interest income from the time deposit can be swapped against the performance of the certificate. With regard to all other issued securities, OTC zero strike call options are acquired to hedge the issued security. The hedging instruments are therefore designed as perfect hedges in terms of both the development of their value over time and also in terms of their cash flows. The sale of a security and the corresponding hedging instrument has always been conducted with the same counterparty in each case in the reporting period (BNP PARIBAS S.A., Paris, or BNP PARIBAS ARBITRAGE S.N.C., Paris) and has been settled without any impact on cash due to the existing netting arrangement in place. Transactions with a cash impact only exist with regard to other operating expenses (issue fees, publication costs, etc.) and are charged on to BNP PARIBAS S.A., German branch. All incoming and outgoing payments are executed via the current account referred to above.

All receivables (from deposits on current account and option rights) are with entities of the BNP PARIBAS Group. There are no risks of counterparty default outside of the BNP PARIBAS Group.

4. Assets and liabilities

Due to the structure of the Company's business activities, which are designed to break even, there are no changes in the net asset position, which always equates to the amount of fully paid-in share capital of EUR 25,564.59. Transactions with an impact on cash only arise from settling invoices from third parties and the quarterly allocation of the invoices paid by the Company to BNP PARIBAS S.A., German branch. The costs incurred by the Company prior to the close of 31 December 2022 have already been reimbursed by BNP PARIBAS S.A., German branch.

In an environment of very strong sales on the German derivatives and option certificates market, business development in the reporting year was very positive.

The financial performance, financial position and assets and liabilities of the Company are in good order. This also holds true as at the date on which this management report was compiled.

5. Subsequent events

There have not been any subsequent events of material significance that could have an impact on the financial performance, financial position and assets and liabilities of the Company since the close of the reporting period. The current Ukraine crisis currently have no discernible negative impact on the assets and liabilities, financial performance and financial position of the Company.

6. Opportunities, risks and forecast

The Company only sells the securities it issues to other entities within the BNP PARIBAS Group and simultaneously enters into corresponding hedges. In accordance with a resolution of the management, the securities issued and the associated hedging instruments are combined into a designated hedge in accordance with Sec. 254 HGB. The hedges are created at the beginning of the respective terms and are maintained until maturity. Consequently, there are no price risks. There are no settlement risks either as payments arising from the sale of the securities issued and the acquisition of the hedging instruments and from the exercise of the same are always netted. In accordance with the agreement, the prospectus risk and the operational risk are not borne by the Company but by the provider of the securities (BNP PARIBAS ARBITRAGE S.N.C. and BNP PARIBAS S.A.). The

only receivables are from entities of the BNP PARIBAS Group. The business is designed to break even. Theoretically a loss can be made, but this would then be absorbed by BNP PARIBAS S.A. under the terms of the domination and profit and loss transfer agreement entered into. Consequently, there is no independent risk at the level of the Company. The credit rating of the BNP PARIBAS Group is the decisive factor in assessing the risk.

Due to the Company's affiliation in the BNP PARIBAS Group, liquidity risks depend on the entities of the BNP PARIBAS Group complying with the obligations. At present, there are no discernible specific liquidity risks.

In the second half of 2022, total market sales of German certificates and option certificates decreased by 5% in comparison to the second half of 2021. Due to the fact that sales of BNP Paribas Group increased strongly (about +33% in comparison to the second half of 2021) its market share increased consequently from about 17% in the second half of 2021 to 24% in the second half of 2022.

BNP Paribas Emissions- und Handelsgesellschaft mbH issued approximately 332,000 products in the second half of 2022. In 2022 as a whole, the Company with approximately 664,000 new issues placed more than in 2021 (approximately 449,000 new issues in 2021). In general, the level of issuance activity is highly dependent on market volatility and the overall demand for retail derivatives. A slightly higher level of securities issues is expected in 2023 compared to 2022.

Changes in the financial performance and financial position of the Company are not anticipated for the coming two years on account of the design of business activities.

Frankfurt am Main, 24 March 2023

Grégoire Toublanc

**ANNEX B: ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2021,
MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2021 AND AUDIT REPORT**

Short-form Auditor's Report

Financial Statements as at 31 December 2021 and Management Report for the Financial Year 2021

**BNP PARIBAS Emissions- und Handelsgesellschaft mbH
Frankfurt am Main**

Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

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2. Statement of Profit or Loss for the Period from
1 January 2021 to 31 December 2021
3. Notes to the Financial Statements as at 31 December 2021
4. Management Report for the Period from
1 January 2021 to 31 December 2021

Independent Auditor's Report

To BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main:

Audit Opinions

We have audited the annual financial statements of BNP Paribas Emissions- und Handelsgesellschaft mbH, which comprise the balance sheet as at 31 December 2021 and the statement of profit or loss for the financial year from 1 January 2021 to 31 December 2021 and notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the management report of BNP Paribas Emissions- und Handelsgesellschaft for the financial year from 1 January 2021 to 31 December 2021.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2021 and of its financial performance for the financial year from 1 January 2021 to 31 December 2021 in compliance with German legally required accounting principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our audit opinion on the management report does not cover the content of the Declaration on Corporate Governance referred to above.

Pursuant to Sec. 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.

Basis for the Audit Opinions

We conducted our audit of the financial statements and management report in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report" section of our auditor's report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions on the annual financial statements and on the management report.

Responsibilities of the Executive Directors for the Financial Statements and the Management Report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

Auditor's Responsibilities for the Audit of the Annual Financial Statements and of the Management Report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our audit opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective audit opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements present the underlying transactions and events in a manner that the financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German Legally Required Accounting Principles.

- Evaluate the consistency of the management report with the annual financial statements, its conformity with [German] law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Frankfurt am Main, 29 March 2022

Mazars GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Michael Skall
Wirtschaftsprüfer
[German Public Auditor]

Steffen Neuweiler
Wirtschaftsprüfer
[German Public Auditor]

BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main

Balance Sheet as at 31 December 2021

		31.12.2021	31.12.2020			31.12.2021	31.12.2020
ASSETS		EUR	EUR k	EQUITY AND LIABILITIES		EUR	EUR k
A.	CURRENT ASSETS			A.	EQUITY		
I.	Receivables and other assets				Subscribed capital	25.564,59	26
1.	Receivables from affiliated companies	27.639.000,00	82.134	B.	PROVISIONS		
	thereof due in more than one year EUR 3,431,000.00				Other provisions	41.241,37	81
	(31 Dec 20 EUR 27,639k)			C.	LIABILITIES		
	thereof from the shareholder EUR 27,639,000.00			1.	Bonds	1.573.817.871,04	1.664.491
	(31 Dec 20 EUR 82,134k)				thereof convertible EUR 164,340,303.42		
					(31 Dec 20 EUR 95,702k)		
2.	Other assets	3.023.052.044,36	2.830.562		thereof due within one year EUR 770,694,717.74		
	thereof due in more than one year EUR 1,680,183,434.34				(31 Dec 20 EUR 908,496k)		
	(31 Dec 20 EUR 1,357,349k)			2.	Liabilities to banks	0,00	463
	thereof from affiliated companies EUR 3,023,052,044.36				thereof due within one year EUR 0,00		
	(31 Dec 20 EUR 2,829,887k)				(31 Dec 20 EUR 463k)		
II.	Balances with banks	64.108,63	0		thereof with the shareholder 0,00 (31 Dec 20 EUR 463k)		
	thereof with the shareholder EUR 64,108.63			3.	Trade payables	0,00	108
	(31 Dec 20 EUR 0k)				thereof due within one year EUR 0,00		
B.	PREPAID EXPENSES				(31 Dec 20 EUR 108k)		
	Prepaid expenses	2.697,33	3	4.	Other liabilities	1.476.873.173,32	1.247.529
					thereof due within one year EUR 596,381,872.28		
					(31 Dec 20 EUR 618,537k)		
		<u>3.050.757.850,32</u>	<u>2.912.698</u>			<u>3.050.757.850,32</u>	<u>2.912.698</u>

BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main
Statement of Profit or Loss for the Period from 1 January 2021 to 31 December 2021

	01.01.-31.12.2021 EUR	2020 EUR k
Result of ordinary activities		
1. Other operating income	1.058.779,55	526
2. Other operating expenses	-1.058.779,55	-526
3. Net profit for the year	0,00	0

BNP PARIBAS EMISSIONS- UND HANDELSGESELLSCHAFT MBH, FRANKFURT AM MAIN

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2021

I. ACCOUNTING AND VALUATION POLICIES

1. General

The financial statements of BNP Paribas Emissions- und Handelsgesellschaft mbH, Frankfurt am Main, hereinafter also referred to as the "Company", were compiled in accordance with the provisions of the German Commercial Code (HGB) and the supplementary provisions of the Limited Liability Companies Act (GmbH-Gesetz). The sized-related relief from reporting duties for small-sized corporations afforded by Sec. 288 (1) HGB was availed of in some cases.

The statement of profit or loss is presented using the cost-summary method in accordance with Sec. 275 (2) HGB.

2. Accounting and valuation policies

The accounting and valuation policies were applied without change in comparison to the financial statements for the year ended 31 December 2020.

All **liabilities** arising from securities issues and the hedging instruments presented under **receivables and other assets**, are treated as hedges in accordance with Sec. 254 HGB, as they qualify as perfect micro-hedges. From an accounting perspective, the net hedge method is applied by which the hedging instruments are measured at their historical cost. All changes in value between the underlying issued securities and the hedging instruments that offset each other are not recognized. Issued securities that are repurchased before maturity by the distribution/sales company as well as any partial issues are derecognized at their weighted average price. There was no need to record loss allowances or write-downs on receivables and other assets.

The disclosures on hedges required by Sec. 285 No. 19 and No. 23 HGB are presented in the table under II. Point 5 of the notes to the financial statements.

As the income from the sale of issued securities and the premiums paid to acquire the corresponding hedging instruments as well as any changes in value of the underlying hedged item and the hedging

instrument are always identical, the security issue business has no impact on the profit or loss of the Company. In accordance with IDW Accounting Practice Statement on Accounting for Hedges under German GAAP (IDW RS HFA 35) the cash flows that offset each other from the termination of the hedge or from any interest payments or other interim payments are posted directly to equity without affecting profit or loss.

Other provisions were recognized at their settlement amount based on a prudent business assessment.

Assets or liabilities carried under the line items “receivables from affiliated companies”, “other assets”, “bonds”, and “other liabilities” that are **denominated in foreign currency** were translated using the historical rate on the date of their issue.

II. NOTES TO THE FINANCIAL STATEMENTS

1. Current assets

“Receivables from affiliated companies” consist of time deposits placed with the shareholder, BNP Paribas S.A. as hedging instruments for fixed income certificates (FIC).

“Other assets” comprise OTC options of EUR 3,023,052k, including OTC options of USD 29,326k denominated in USD and CHF 1.600k, acquired from affiliated companies to hedge securities in circulation.

The “Balances with banks” consist exclusively of a current account balance with the shareholder BNP PARIBAS S.A., Germany branch.

2. Provisions

“Other provisions” were established for unbilled services associated with the issuing business and preparing the financial statements for the year ended 31 December 2021.

3. Liabilities

“Bonds” contain issued certificates of EUR 1,573,818k including certificates denominated in foreign currency of USD 20,424k and CHF 1,600k.

“Other liabilities” consist of issued option certificates of EUR 1,476,873k including option certificates in foreign currency of USD 8,902k.

4. Aging structure of liabilities

Liabilities break down as follows:

		due in	due in	due in	
	Total	up to 1 year	1 to 5 years	over 5 years	thereof secured
	<u>EUR k</u>	<u>EUR k</u>	<u>EUR k</u>	<u>EUR k</u>	<u>EUR k</u>
Bonds	1,573,818	770,695	628,915	174,208	0
Other liabilities	1,476,873	596,382	78,475	802,016	0
Total	3,050,691	1,367,077	707,390	976,224	0

5. Nature and scope of derivate financial instruments and disclosures on hedge accounting pursuant to Sec. 254 HGB

The nature and scope of issued securities and the OTC options acquired to hedge them are presented in the following tables. As in most cases the nominal amounts are not defined upon a security issue the disclosures are on a per volume basis. The issued securities and the acquired OTC options are combined into perfect micro-hedges as defined by Sec. 254 HGB, by which all risks of changes in value and cash flows eliminate each other (including price risks, interest risks, currency risks, credit risks and also liquidity risks). Hedge effectiveness is ensured by matching the terms and conditions of the underlying and the hedging instrument, measured using the critical terms match method.

Derivatives and transactions with structured financial instruments are presented in the balance sheet as follows:

Issued certificates	Bonds (liabilities)
Issued option certificates	Other liabilities
Acquired options	Other assets

The swaps entered into to hedge the fixed income certificates are not presented in the balance sheet.

Summary of securities issues as at 31 December 2021

Type of security:	Option certificates (EUR)		Listed	
Line item: Other liabilities				
	Quantity	Book value	Fair value	Difference
Category : Equity-linked/index related transactions				
	520,532,279	839,427,598.58	458,212,561.40	381,215,037.18
	298,466,102	486,592,751.25	1,009,973,904.67	-523,381,153.42
Category : Commodities				
	5,586,070	22,225,345.64	16,172,422.20	6,052,923.44
	5,049,685	23,044,047.63	36,010,108.95	-12,966,061.32
Category : Currencies				
	7,601,525	34,656,446.96	23,147,115.90	11,509,331.06
	4,113,073	16,035,192.49	23,358,086.57	-7,322,894.08
Category : Other				
	18,969,364	30,516,000.88	13,178,888.30	17,337,112.58
	9,269,417	16,727,780.01	41,245,719.69	-24,517,939.68
Total: Option certificates (listed)				
	552,689,238	926,825,392.06	510,710,987.80	416,114,404.26
	316,898,277	542,399,771.38	1,110,587,819.88	-568,188,048.50
	869,587,515	1,469,225,163.44	1,621,298,807.68	-152,073,644.24

Type of security:	Certificates (EUR)		Listed	
Line item: Bonds				
	Quantity	Book value	Fair value	Difference
Category : Equity-linked/index related transactions				
	8,728,841	423,959,092.99	379,275,048.31	44,684,044.68
	17,810,792	944,037,509.53	990,085,115.14	-46,047,605.61
Category : Commodities				
	800	800,000.00	799,610.77	389.23
	8,211	708,988.66	945,003.85	-236,015.19
Category : Other				
	19,601	50,377.00	27,094.30	23,282.70
	12,535	23,566.62	36,822.71	-13,256.09
Total: Certificates (listed)				
	8,749,242	424,809,469.99	380,101,753.38	44,707,716.61
	17,831,538	944,770,064.81	991,066,941.70	-46,296,876.89

26.580.780 1.369.579.534,80 1.371.168.695,08 -1.589.160,28

Type of security:	Reverse convertible bonds (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category : Equity-linked/index related transactions			
80,742	80,415,534.52	77,638,098.89	2,777,435.63
77,187	77,238,686.45	80,190,100.83	-2,951,414.38
Total: Reverse convertible bonds (listed)			
80,742	80,415,534.52	77,638,098.89	2,777,435.63
77,187	77,238,686.45	80,190,100.83	-2,951,414.38
157,929	157,654,220.97	157,828,199.72	-173,978.75

Type of security:	Fixed income Certificates (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category : Interest			
10,931	10,931,000.00	10,974,379.38	-43,379.38
Category : CLN			
13,738	16,708,000.00	17,073,211.08	-365,211.08
Total: Certificates (listed)			
24,669	27,639,000.00	28,047,590.46	-408,590.46
24,669	27,639,000.00	28,047,590.46	-408,590.46

Total option certificates/cert./rev. conv. bonds

896,350,893.00 3,024,097,919.21 3,178,343,292.94 -154,245,373.73

OTC options (EUR) buy

Line item: Other assets

Quantity	Book value	Fair value	Difference
1. Underlying option certificates on shares/stock indexes			
219,951,584.28	486,592,751.25	1,009,973,904.67	523,381,153.42
227,881,270.97	839,427,598.58	458,212,561.40	-381,215,037.18
2. Underlying option certificates on commodities			
4,735,525.60	23,044,047.63	36,010,108.95	12,966,061.32
4,752,728.14	22,225,345.64	16,172,422.20	-6,052,923.44

3. Underlying option certificates on currencies

127,025,335.00	16,035,192.49	23,358,086.57	7,322,894.08
397,205,630.00	34,656,446.96	23,147,115.90	-11,509,331.06

4. Underlying option certificates on other transactions

6,881,934.80	16,727,780.01	41,245,719.69	24,517,939.68
15,492,887.20	30,516,000.88	13,178,888.30	-17,337,112.58

5. Underlying certificates on shares/reverse convertible bonds

17,724,431.80	944,037,509.53	990,085,115.14	46,047,605.61
7,755,663.80	423,959,092.99	379,275,048.31	-44,684,044.68

6. Underlying certificates on commodities

8,211.00	708,988.66	945,003.85	236,015.19
800.00	800,000.00	799,610.77	-389.23

7. Underlying certificates on other transactions

12,535.00	23,566.62	36,822.71	13,256.09
19,601.00	50,377.00	27,094.30	-23,282.70

8. Underlying reverse convertible bonds

77,187.00	77,238,686.45	80,190,100.83	2,951,414.38
80,742.00	80,415,534.52	77,638,098.89	-2,777,435.63

Total OTC - options

1. Underlying option certificates

358,594,379.68	542,399,771.38	1,110,587,819.88	568,188,048.50
645,332,516.31	926,825,392.06	510,710,987.80	-416,114,404.26
1,003,926,895.99	1,469,225,163.44	1,621,298,807.68	152,073,644.24

2. Underlying certificates

17,745,177.80	944,770,064.81	991,066,941.70	46,296,876.89
7,776,064.80	424,809,469.99	380,101,753.38	-44,707,716.61
25,521,242.60	1,369,579,534.80	1,371,168,695.08	1,589,160.28

3. Underlying reverse convertible bonds

77,187.00	77,238,686.45	80,190,100.83	2,951,414.38
80,742.00	80,415,534.52	77,638,098.89	-2,777,435.63
157,929.00	157,654,220.97	157,828,199.72	173,978.75

Total OTC options

<u>1,029,606,067.59</u>	<u>2,996,458,919.21</u>	<u>3,150,295,702.48</u>	<u>153,836,783.27</u>
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Hedging instruments (EUR) FIC (time deposit + swaps)

Line item: Receivables from affiliated companies

	Quantity	Book value	Fair value	Difference
1. Underlying FIC on interest				
	4	10,931,000.00	10,974,379.38	43,379.38
2. Underlying FIC on credit linked notes				
	4	16,708,000.00	17,073,211.08	365,211.08
Total: Hedging instruments - FIC				
	8	27,639,000.00	28,047,590.46	408,590.46
	<u>8</u>	<u>27,639,000.00</u>	<u>28,047,590.46</u>	<u>408,590.46</u>

Type of security: Option certificates (USD)

Listed

Line item: Other liabilities

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category : Other				
	26,272	7,648,009.88	8,138,686.00	-490,676.12
Total: Option certificates (listed)				
	26,272	7,648,009.88	8,138,686.00	-490,676.12
	26,272	7,648,009.88	8,138,686.00	-490,676.12

Type of security: Certificates (USD)

Listed

Line item: Bonds

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category : Equity-linked/index related transactions				
	60	511,727.08	321,215.00	190,512.08
	10,861	10,268,219.32	12,130,378.93	-1,862,159.61
Total: Certificates (listed)				
	60	511,727.08	321,215.00	190,512.08
	10,861	10,268,219.32	12,130,378.93	-1,862,159.61
	10,921	10,779,946.40	12,451,593.93	-1,671,647.53

Type of security:	Reverse convertible bonds (USD)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category : Equity-linked/index related transactions			
2,340	1,956,231.39	1,317,158.90	639,072.49
5,048	4,729,851.06	5,611,605.42	-881,754.36
Total: Reverse convertible bonds (listed)			
2,340	1,956,231.39	1,317,158.90	639,072.49
5,048	4,729,851.06	5,611,605.42	-881,754.36
7,388	6,686,082.45	6,928,764.32	-242,681.87

Total option certificates/cert./rev. conv. bonds

44,581.00	25,114,038.73	27,519,044.25	-2,405,005.52
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OTC options (USD) buy

Line item: Other assets

Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying option certificates on other transactions			
26,272.00	7,648,009.88	8,138,686.00	490,676.12
2. Underlying certificates on shares/reverse convertible bonds			
10,861.00	10,268,219.32	12,130,378.93	1,862,159.61
60.00	511,727.08	321,215.00	-190,512.08
3. Underlying reverse convertible bonds			
5,048.00	4,729,851.06	5,611,605.42	881,754.36
2,340.00	1,956,231.39	1,317,158.90	-639,072.49
Total OTC – options			
1. Underlying option certificates			
26,272.00	7,648,009.88	8,138,686.00	490,676.12
26,272.00	7,648,009.88	8,138,686.00	490,676.12
2. Underlying certificates			
10,861.00	10,268,219.32	12,130,378.93	1,862,159.61
60.00	511,727.08	321,215.00	-190,512.08
10,921.00	10,779,946.40	12,451,593.93	1,671,647.53

3. Underlying reverse convertible bonds

5,048.00	4,729,851.06	5,611,605.42	881,754.36
2,340.00	1,956,231.39	1,317,158.90	-639,072.49
7,388.00	6,686,082.45	6,928,764.32	242,681.87

Total OTC options

<u>44,581.00</u>	<u>25,114,038.73</u>	<u>27,519,044.25</u>	<u>2,405,005.52</u>
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Type of security:	Certificates (CHF)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category : Equity-linked/index related transactions			
1,600	1,479,086.42	1,545,832.70	-66,746.28
Total: Certificates (listed)			
1,600	1,479,086.42	1,545,832.70	-66,746.28
1,600	1,479,086.42	1,545,832.70	-66,746.28

Total option certificates/cert./rev. conv. bonds

1,600.00	1,479,086.42	1,545,832.70	-66,746.28
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OTC options (CHF) buy

Line item: Other assets

Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying certificates on shares/reverse convertible bonds			
1,600.00	1,479,086.42	1,545,832.70	66,746.28
Total OTC – options			
1. Underlying certificates			
1,600.00	1,479,086.42	1,545,832.70	66,746.28
1,600.00	1,479,086.42	1,545,832.70	66,746.28

Total OTC options

<u>1,600.00</u>	<u>1,479,086.42</u>	<u>1,545,832.70</u>	<u>66,746.28</u>
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Summary of securities issues as at 31 December 2020

Type of security:	Option certificates (EUR)		Listed
Line item: Other liabilities			
Quantity	Book value	Fair value	Difference
Category : Equity-linked/index related transactions			
339,854,143	600,146,206.76	310,758,222.01	289,387,984.75
309,427,481	477,991,643.80	984,027,953.92	-506,036,310.12
Category : Commodities			
8,781,139	25,864,569.51	12,587,366.24	13,277,203.27
15,573,505	44,753,978.16	92,641,789.97	-47,887,811.81
Category : Currencies			
10,461,964	41,930,183.15	25,144,137.55	16,786,045.60
8,220,182	26,964,335.21	41,937,314.68	-14,972,979.47
Category : Other			
7,879,464	13,623,032.32	8,409,603.15	5,213,429.17
9,307,404	16,255,129.56	33,649,767.78	-17,394,638.22
Total: Option certificates (listed)			
366,976,710	681,563,991.74	356,899,328.95	324,664,662.79
342,528,572	565,965,086.73	1,152,256,826.35	-586,291,739.62
709,505,282	1,247,529,078.47	1,509,156,155.30	-261,627,076.83

Type of security:	Certificates (EUR)		Listed
Line item: Bonds			
Quantity	Book value	Fair value	Difference
Category : Equity-linked/index related transactions			
59,226,443	620,865,665.89	474,511,020.14	146,354,645.75
30,519,061	829,615,572.57	904,151,513.92	-74,535,941.35
Category : Commodities			
155,976	3,721,746.52	3,627,120.02	94,626.50
100,174	3,264,233.97	3,680,456.68	-416,222.71
Category : Other			
13,305,905	16,875,811.40	4,659,092.13	12,216,719.27
1,728,444	4,981,694.77	6,650,202.59	-1,668,507.82
Total: Certificates (listed)			
72,688,324	641,463,223.81	482,797,232.29	158,665,991.52
32,347,679	837,861,501.31	914,482,173.19	-76,620,671.88
105,036,003	1,479,324,725.12	1,397,279,405.48	82,045,319.64

Type of security:	Reverse convertible bonds (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category : Equity-linked/index related transactions			
22,539	22,148,968.67	18,772,733.02	3,376,235.65
70,729	69,679,390.50	73,423,614.47	-3,744,223.97
Total: Reverse convertible bonds (listed)			
22,539	22,148,968.67	18,772,733.02	3,376,235.65
70,729	69,679,390.50	73,423,614.47	-3,744,223.97
93,268	91,828,359.17	92,196,347.49	-367,988.32

Type of security:	Fixed income certificates (EUR)	Listed
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Line item: Bonds

Quantity	Book value	Fair value	Difference
Category: Interest			
26,431	26,431,000.00	26,893,632.20	-462,632.20
Category: CLN			
1,000	1,000,000.00	997,201.78	2,798.22
50,941	53,911,000.00	55,036,448.90	-1,125,448.90
Total: Certificates (listed)			
1,000	1,000,000.00	997,201.78	2,798.22
77,372	80,342,000.00	81,930,081.10	-1,588,081.10
78,372	81,342,000.00	82,927,282.88	-1,585,282.88

Total option certificates/cert./rev. conv. bonds

814,712,925.00	2,900,024,162.76	3,081,559,191.15	-181,535,028.39
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OTC options (EUR) buy

Line item: Other assets

Quantity	Book value	Fair value	Difference
1. Underlying option certificates on shares/stock indexes			
204,452,667.51	477,991,643.80	984,027,953.92	506,036,310.12
116,095,744.70	600,146,206.76	310,758,222.01	-289,387,984.75
2. Underlying option certificates on commodities			
14,630,856.61	44,753,978.16	92,641,789.97	47,887,811.81
6,941,021.23	25,864,569.51	12,587,366.24	-13,277,203.27

3. Underlying option certificates on currencies				
	297,986,846.00	26,964,335.21	41,937,314.68	14,972,979.47
	725,292,850.00	41,930,183.15	25,144,137.55	-16,786,045.60
4. Underlying option certificates on other transactions				
	6,623,394.30	16,255,129.56	33,649,767.78	17,394,638.22
	4,205,505.60	13,623,032.32	8,409,603.15	-5,213,429.17
5. Underlying certificates on shares/reverse convertible bonds				
	30,517,048.60	829,615,572.57	904,151,513.92	74,535,941.35
	59,225,527.00	620,865,665.89	474,511,020.14	-146,354,645.75
6. Underlying certificates on commodities				
	100,174.00	3,264,233.97	3,680,456.68	416,222.71
	155,976.00	3,721,746.52	3,627,120.02	-94,626.50
7. Underlying certificates on other transactions				
	1,728,444.00	4,981,694.77	6,650,202.59	1,668,507.82
	13,305,905.00	16,875,811.40	4,659,092.13	-12,216,719.27
8. Underlying reverse convertible bonds				
	72,079.00	69,679,390.50	73,423,614.47	3,744,223.97
	22,539.00	22,148,968.67	18,772,733.02	-3,376,235.65
Total OTC – options				
1. Underlying option certificates				
	523,693,764.42	565,965,086.73	1,152,256,826.35	586,291,739.62
	852,535,121.53	681,563,991.74	356,899,328.95	-324,664,662.79
	1,376,228,885.95	1,247,529,078.47	1,509,156,155.30	261,627,076.83
2. Underlying certificates				
	32,345,666.60	837,861,501.31	914,482,173.19	76,620,671.88
	72,687,408.00	641,463,223.81	482,797,232.29	-158,665,991.52
	105,033,074.60	1,479,324,725.12	1,397,279,405.48	-82,045,319.64
3. Underlying reverse convertible bonds				
	72,079.00	69,679,390.50	73,423,614.47	3,744,223.97
	22,539.00	22,148,968.67	18,772,733.02	-3,376,235.65
	94,618.00	91,828,359.17	92,196,347.49	367,988.32
Total OTC options				
	<u>1,481,356,578.55</u>	<u>2,818,682,162.76</u>	<u>2,998,631,908.27</u>	<u>179,949,745.51</u>

Hedging instruments (EUR) FIC (time deposit + swaps)

Line item: Receivables from affiliated companies

	Quantity	Book value	Fair value	Difference
1. Underlying FIC on interest				
	6	26,431,000.00	26,893,632.20	462,632.20
2. Underlying FIC on credit linked notes				
	12	53,911,000.00	55,036,448.90	1,125,448.90
	1	1,000,000.00	997,201.78	-2,798.22
Total: Hedging instruments – FIC				
	18	80,342,000.00	81,930,081.10	1,588,081.10
	1	1,000,000.00	997,201.78	-2,798.22
	19	81,342,000.00	82,927,282.88	1,585,282.88

Type of security:	Certificates (USD)	Listed
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Line item: Bonds

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category : Equity-linked/index related transactions				
	18,121	7,330,893.92	6,791,585.75	539,308.17
Total: Certificates (listed)				
	18,121	7,330,893.92	6,791,585.75	539,308.17
	18,121	7,330,893.92	6,791,585.75	539,308.17

Type of security:	Reverse convertible bonds (USD)	Listed
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Line item: Bonds

	Quantity	Book value in EUR	Fair value in EUR	Difference
Category : Equity-linked/index related transactions				
	4,501	3,873,872.62	3,508,429.10	365,443.52
Total: Reverse convertible bonds (listed)				
	4,501	3,873,872.62	3,508,429.10	365,443.52
	4,501	3,873,872.62	3,508,429.10	365,443.52

Type of security:	Fixed income certificates (USD)	Listed
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Line item: Bonds

Quantity	Book value in EUR	Fair value in EUR	Difference
Category : CLN			
867	79,636.23	710,343.55	81,292.68
Total: Certificates (listed)			
867	791,636.23	710,343.55	81,292.68
867	791,636.23	710,343.55	81,292.68

Total option certificates/cert./rev. conv. bonds

23,489.00	11,996,402.77	11,010,358.40	986,044.37
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OTC options (USD) buy

Line item: Other assets

Quantity	Book value in EUR	Fair value in EUR	Difference
1. Underlying certificates on shares/reverse convertible bonds			
18,121.00	7,330,893.92	6,791,585.75	-539,308.17
2. Underlying reverse convertible bonds			
4,501.00	3,873,872.62	3,508,429.10	-365,443.52
Total OTC – options			
1. Underlying certificates			
18,121.00	7,330,893.92	6,791,585.75	-539,308.17
18,121.00	7,330,893.92	6,791,585.75	-539,308.17
2. Underlying reverse convertible bonds			
4,501.00	3,873,872.62	3,508,429.10	-365,443.52
4,501.00	3,873,872.62	3,508,429.10	-365,443.52

Total OTC options

<u>22,622.00</u>	<u>11,204,766.54</u>	<u>10,300,014.85</u>	<u>-904,751.69</u>
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Hedging instruments (USD) FIC (time deposit + swaps))
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Line item: Receivables from affiliated companies

	Quantity	Book value in EUR	Fair value in EUR	Difference
3. Underlying FIC on credit linked notes				
	1	791,636.23	710,343.55	-81,292.68
Total: Hedging instruments – FIC				
	1	791,636.23	710,343.55	-81,292.68
	<u>1</u>	<u>791,636.23</u>	<u>710,343.55</u>	<u>-81,292.68</u>

When calculating the fair value of financial instruments, the closing price determined by the sales/distribution company using internal pricing models is generally used as the basis. In accordance with the policies of the BNP PARIBAS Group, prices are determined by the back office, which is segregated from the front office involved in trading, and regularly audited by external auditors. They are generally based on observable market inputs (level 2 inputs according to the fair value hierarchy of IFRS 13).

The underlying issued securities and the corresponding hedging instruments are presented in the balance sheet at historical cost without any fair value adjustments.

Due to the particular design of the OTC options (zero strike call options on the security issued by the Company) their fair value is always identical to the fair value of the underlying security.

Fixed income certificates are hedged by placing the sales proceeds as a time deposit and entering into a swap by which the interest income from the time deposit can be swapped against the performance of the certificate. Based on the accounting treatment of the hedging instruments used by the counterparty (BNP PARIBAS S.A.) and the presentation as a perfect hedge, the time deposits and the swaps are presented in the table at fair value as one unit.

III. CASH FLOW STATEMENT

	Full year 2021	Full year 2020
	EUR	EUR
1. Cashflow from operating activities		
Cash receipts from reimbursed issue fees	1,668,682.06	1,328,214.90
Other cash receipts which cannot be allocated to investing or financing activities	64,941.49	47,684.60
Cash payments for issue fees	-1,162,253.11	-1,610,606.26
Other cash payments which cannot be allocated to investing or financing activities	-44,511.17	-47,684.60
Cash flow from operating activities	526,859.27	-282,391.36
2. Cash and cash equivalents at the end of the period		
Change in cash and cash equivalents	526,859.27	-282,391.36
Cash and cash equivalents at the beginning of the period	-462,750.64	-180,359.28
Cash and cash equivalents at the end of the period	64,108.63	-462,750.64
3. Composition of cash and cash equivalents		
Cash	64,108.63	-462,750.64
Cash and cash equivalents at the end of the period	64,108.63	-462,750.64

Additional information required by No. 52 GAS 2:

- The demand deposit balances held with the shareholder and short-term liabilities to the shareholder are disclosed under cash and equivalents. No change was made to the definition of cash and cash equivalents compared with the prior period.
- Cash and cash equivalents equate to the balance sheet item "balances with banks".
- In the period under review, no significant non-cash investing or financing activities were undertaken. Significant non-cash transactions were only entered into in operations in the reporting period with regard to the issuance business and the related hedging instruments.
- The Company did not acquire or sell any entities during the period under review.

Additional information required by No. 53 GAS 2:

The balance of cash and cash equivalents is not subject to any restrictions on disposal.

IV. OTHER NOTES

1. Contingent liabilities

As at the balance sheet date, there were no contingent liabilities or other financial obligations other than those shown in the balance sheet.

2. Management

Grégoire Toubanc, business administrator, Frankfurt am Main, Head of Sales Exchange Traded Solutions der BNP Paribas S.A., German branch.

Hans Eich, banker, St. Ingbert, Head of Financial Accounting & Reporting der BNP Paribas S.A., German branch until 03 February 2022.

The executive directors did not receive any remuneration from the Company.

3. Employees

The Company has no employees. The business activities are performed by the employees of BNP Paribas S.A., German branch.

4. Equity

Subscribed capital comes to EUR 25,564.59 (translated from DEM 50,000).

5. Auditor's fee

The information on the auditor's fee is included in the consolidated financial statements of BNP Paribas S.A. Due to the exempting group clause of Sec. 285 No. 17 HGB, this information is not provided here.

6. Group affiliations and shareholders

A domination and profit and loss transfer agreement was entered into between BNP Paribas S.A. (formerly: Banque Nationale de Paris S.A.), German branch, and BNP Paribas Emissions- und Handelsgesellschaft mbH (formerly: BNP Emissions- und Handelsgesellschaft mbH), Frankfurt am Main, on 26 September 1991. This agreement was filed with the commercial register on 8 September 1992.

Due to requirements under tax legislation, an amendment was made on 1 November 2019 to the domination and profit and loss transfer agreement from 26 September 1991. Among other matters, the amendment includes a new arrangement for the term of the agreement by which it becomes non-cancellable until 31 December 2023. This amendment to the agreement was filed with the commercial register on 4 November 2019.

The consolidated financial statements for the largest and smallest group of consolidated companies are compiled by BNP PARIBAS S.A., Paris, (commercial register: RCS Paris No. 662 042 449). The Company is consolidated in these consolidated financial statements.

The consolidated financial statements can be viewed at:

Autorité des marchés financiers
17, place de la Bourse
75082 PARIS CEDEX 02

The French version of the consolidated financial statements is also published on the website of Autorité des Marchés Financiers (www.amf-france.org) and the Group's own website www.invest.bnpparibas.com. The annual report of BNP Paribas S.A. for the year 2020 is also available on the Group's website.

7. Subsequent events report

There have not been any subsequent events of material significance that could have an impact on the financial performance, financial position and assets and liabilities of the Company since the close of the reporting period. The current Ukraine crisis presently has no discernible negative impact on the assets and liabilities, financial performance and financial position of the Company.

Frankfurt am Main, 28 March 2022

The management

Grégoire Toublanc

MANAGEMENT REPORT
FOR THE REPORTING PERIOD FROM
1 JANUARY 2021 TO 31 DECEMBER 2021

Outline

- 1. Business and business environment**
- 2. Financial performance**
- 3. Financial position**
- 4. Assets and liabilities**
- 5. Subsequent events**
- 6. Opportunities, risks and forecast**

1. Business and business environment

The Company was founded as BNP Broker GmbH by notarized deed dated 26 September 1991. After being renamed it was entered in the commercial register of the local court of Frankfurt am Main on 8 September 1992 under the number HRB 35628 as BNP Handels- und Makler GmbH with its registered offices in Frankfurt am Main. It was renamed again on 21 September 1995 as BNP Emissions- und Handelsgesellschaft mbH and then on 21 November 2000 as BNP Paribas Emissions- und Handelsgesellschaft mbH, its current name (referred to below as Company).

The share capital of EUR 25,564.59 is held by the sole shareholder, BNP PARIBAS S.A., German branch.

A notarized domination and profit and loss transfer agreement was entered into between the Company and the shareholder, BNP Paribas S.A. on 26 September 1991. Under the terms of this agreement, the Company is obliged to transfer all the profit determined pursuant to the relevant provisions of German commercial law to the shareholder. The shareholder is obliged to offset any net loss which arises. The respective payment obligations fall due upon the ratification of the respective financial statements. Due to requirements under tax legislation, an amendment was made on 1 November 2019 to the domination and profit and loss transfer agreement from 26 September 1991. Among other matters, the amendment includes a new arrangement for the term of the agreement by which it becomes non-cancellable until 31 December 2023.

On 18 July 2017 the Company entered into a guarantee with BNP Paribas S.A. Paris in favor of the bearers of its outstanding securities. Under the terms of this guarantee, BNP Paribas S.A., Paris, has extended an unconditional irrevocable guarantee of proper payment of all amounts payable under the terms and conditions of the respective security.

The business activities of the Company in the reporting period consisted solely of the issue and sale of securities (primarily option certificates and equity-linked certificates, currencies, stock baskets, indexes, and commodities as well as, to a lesser extent, reverse convertible bonds) as well as entering into the corresponding hedging instruments. The issued securities are sold at market prices to BNP PARIBAS ARBITRAGE S.N.C., Paris. To hedge these securities, OTC options with matching terms are acquired from BNP PARIBAS ARBITRAGE S.N.C.

The securities are distributed to the final buyers by BNP PARIBAS ARBITRAGE S.N.C., or, in the case of fixed income certificates and credit-linked notes, by BNP PARIBAS S.A. Consequently, there is no impact on the economic circumstances of the issuer.

The sales of the BNP Paribas Group generated on the German retail derivative market declined by 7% in the second half of 2021 in comparison to the prior year. This development was below the total market, which grew by 13% in the respective period. In the full year 2021, the Group's market share was 17%. The balance sheet total rose by 4.7% in comparison to 31 December 2020, increasing from EUR 2,913 million to EUR 3,051 million. By contrast, there was a notable decrease in the balance sheet total in comparison to 30 June 2021 of 26.7%.

The ratio of external placements increased from 48.1% as at 31 December 2020 to 50.5% as at 31 December 2021.

2. Financial performance

As the income from the sale of issued securities and the premiums paid to acquire the corresponding hedging instruments as well as any changes in value of the underlying hedged item and the hedging instrument are always identical, the security issue business has no impact on the profit or loss of the Company. In accordance with IDW Accounting Practice Statement on Accounting for Hedges under German GAAP (IDW RS HFA 35) the cash flows that offset each other from the termination of the hedge or from any interest payments or other interim payments are posted directly to equity without affecting profit or loss.

The management and administration of the Company is performed by the employees of BNP PARIBAS S.A., German branch. The Company does not have any employees of its own. Consequently, it does not incur any employee expenses. Other administrative expenses (non-personnel expenses) are generally charged on to BNP PARIBAS S.A., German branch. The net result of the Company is therefore independent of the issue volume and is designed to always break even at EUR 0.00.

3. Financial position

The reported equity of the Company of EUR 25,564.59 consists solely of the fully-paid-in share capital of the sole shareholder, BNP PARIBAS S.A., German branch. The share capital was paid in by means of a credit note to the current account of the Company held at the sole shareholder.

The nature and execution of the business activities of the Company are aligned towards ensuring a balanced financial position at all times. The liabilities arising from the issue of securities are generally hedged by financial instruments featuring identical terms, currencies and price risks. Fixed income certificates are hedged by placing the sales proceeds as a time deposit and entering into a swap by which the interest income from the time deposit can be swapped against the performance of the certificate. With regard to all other issued securities, OTC zero strike call options are acquired to hedge the issued security. The hedging instruments are therefore designed as perfect hedges in terms of both the development of their value over time and also in terms of their cash flows. The sale of a security and the corresponding hedging instrument has always been conducted with the same counterparty in each case in the reporting period (BNP PARIBAS S.A., Paris, or BNP PARIBAS ARBITRAGE S.N.C., Paris) and has been settled without any impact on cash due to the existing netting arrangement in place. Transactions with a cash impact only exist with regard to other operating expenses (issue fees, publication costs, etc.) and are charged on to BNP PARIBAS S.A., German branch. All incoming and outgoing payments are executed via the current account referred to above.

All receivables (from deposits on current account and option rights) are with entities of the BNP PARIBAS Group. There are no risks of counterparty default outside of the BNP PARIBAS Group.

4. Assets and liabilities

Due to the structure of the Company's business activities, which are designed to break even, there are no changes in the net asset position, which always equates to the amount of fully paid-in share capital of EUR 25,564.59. Transactions with an impact on cash only arise from settling invoices from third parties and the quarterly allocation of the invoices paid by the Company to BNP PARIBAS S.A., German branch. The costs incurred by the Company prior to the close of 31 December 2021 have already been reimbursed by BNP PARIBAS S.A., German branch. In an environment of very strong sales on the German derivatives and option certificates market, business development in the reporting year was very positive.

The financial performance, financial position and assets and liabilities of the Company are in good order. This also holds true as at the date on which this management report was compiled.

5. Subsequent events

There have not been any subsequent events of material significance that could have an impact on the financial performance, financial position and assets and liabilities of the Company since the close of the reporting period. The ongoing Covid crisis and the current Ukraine crisis currently have no discernible negative impact on the assets and liabilities, financial performance and financial position of the Company.

6. Opportunities, risks and forecast

The Company only sells the securities it issues to other entities within the BNP PARIBAS Group and simultaneously enters into corresponding hedges. In accordance with a resolution of the management, the securities issued and the associated hedging instruments are combined into a designated hedge in accordance with Sec. 254 HGB. The hedges are created at the beginning of the respective terms and are maintained until maturity. Consequently, there are no price risks. There are no settlement risks either as payments arising from the sale of the securities issued and the acquisition of the hedging instruments and from the exercise of the same are always netted. In accordance with the agreement, the prospectus risk and the operational risk are not borne by the Company but by the provider of the securities (BNP PARIBAS ARBITRAGE S.N.C. and BNP PARIBAS S.A.). The only receivables are from entities of the BNP PARIBAS Group. The business is designed to break even.

Theoretically a loss can be made, but this would then be absorbed by BNP PARIBAS S.A. under the terms of the domination and profit and loss transfer agreement entered into. Consequently, there is no independent risk at the level of the Company. The credit rating of the BNP PARIBAS Group is the decisive factor in assessing the risk.

Due to the Company's affiliation in the BNP PARIBAS Group, liquidity risks depend on the entities of the BNP PARIBAS Group complying with the obligations. At present, there are no discernible specific liquidity risks.

In the second half of 2021, total market sales of German certificates and option certificates increased by 13% in comparison to the second half of 2020. Due to the fact that sales of BNP Paribas Emissions- und Handelsgesellschaft mbH declined (-7%) its market share decreased (from 21% to 17%).

BNP Paribas Emissions- und Handelsgesellschaft mbH issued approximately 232,700 products in the second half of 2021. In 2021 as a whole, the Company placed approximately 449,000 new issues, slightly less than in 2020 (approximately 478,000 new issues in 2020). This high level can be attributed to the high degree of volatility on the stock exchange during the Covid crisis. A slightly higher level of securities issues is expected in 2022 compared to 2021. In general, the level of issuance activity is highly dependent on market volatility and the overall demand for retail derivatives.

Changes in the financial performance and financial position of the Company are not anticipated for the coming two years on account of the design of business activities.

Frankfurt am Main, 28 March 2022

Grégoire Toubanc

**ANNEX C: INFORMATION ACCORDING TO ARTICLE 26 (4) OF THE PROSPECTUS
REGULATION**

Section B – Key information on the Issuer		
Who is the Issuer of the securities?		
Domicile and legal form:	The Issuer has its registered office in Frankfurt am Main. Its business address is Senckenberganlage 19, 60325 Frankfurt am Main, Germany. The Issuer is a company with limited liability (<i>Gesellschaft mit beschränkter Haftung – GmbH</i>) incorporated in Germany under the laws of Germany and its legal entity identifier (LEI) is 549300TS3U4JKMR1B479.	
Principal activities:	Issuance of securities	
Major shareholders:	The sole shareholder of BNP Paribas Emissions- und Handelsgesellschaft mbH is BNP Paribas S.A., a listed public limited company (" <i>société anonyme</i> ") incorporated under the laws of France.	
Identity of key managing directors:	The managing director of the Issuer is Grégoire Toubanc.	
Identity of statutory auditors:	MAZARS GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Theodor-Stern-Kai 1, 60596 Frankfurt am Main, Germany, has been appointed as statutory auditor.	
What is the key financial information regarding the Issuer?		
The financial information shown below has been taken from the Issuer's audited annual financial statements for the financial years ended 31 December 2021 and 31 December 2022.		
Table 1: Income statement - non-equity securities		
	Annual financial statements as at 31 December 2022 in EUR	Annual financial statements as at 31 December 2021 in EUR
Result of ordinary activities		
Other operating income	783,010.31	1,058,779.55
Other operating expenses	- 783,010.31	- 1,058,779.55
Net profit for the year	0	0
Table 2: Balance sheet - non-equity securities		
	Annual financial statements as at 31 December 2022 in EUR	Annual financial statements as at 31 December 2021 in EUR
Receivables and other assets		
Receivables from affiliated companies	8,285,000.00	27,639,000.00
Other assets (assets/current assets)	4,207,327,744.69	3,023,052,044.36

Liabilities		
Bonds (liabilities/payables)	2,361,510,475.11	1,573,817,871.04
Other liabilities (liabilities/payables)	1,854,102,269.58	1,476,873,173.32
Net financial debt (long term debt plus short-term debt minus cash)	0	0

Table 3: Cash flow statement - non-equity securities

	For the period from 1 January to 31 December 2022 in EUR	For the period from 1 January to 31 December 2021 in EUR
Net Cash flows from operating activities	- 13,222.76	526,859.27
Net Cash flows from financing activities	-	-
Net Cash flow from investing activities	-	-

What are the key risks that are specific to the Issuer?

Security holders bear the issuer risk/credit risk: Subject to the Guarantee provided by BNP Paribas S.A. as Guarantor for the due payment of all amounts to be paid under the securities issued by the Issuer, security holders are exposed to the risk of the Issuer not being able to meet its obligations under the securities, e.g. in the event that it becomes insolvent (illiquid/overindebted). If the Issuer becomes insolvent, this may even result in security holders losing the capital they invested when they purchased the securities (risk of total loss).

Security holders bear the risk of non-performance of the control and profit transfer agreement: A control and profit transfer agreement is in place between BNP Paribas S.A. and the Issuer. Under this agreement, BNP Paribas S.A. in particular has an obligation to compensate any net loss the Issuer may otherwise generate in a financial year during the term of the control and profit transfer agreement. Investors who have invested in the securities issued by the Issuer are therefore exposed to the risk of the Issuer not being able to meet its obligations to security holders at all or not being able to meet them completely or in due time if BNP Paribas S.A. does not meet its obligations to the Issuer under the control and profit transfer agreement at all, or does not meet them completely or in due time. In this case, security holders may lose all the capital they invested when they purchased the securities (risk of total loss).